



# Assemblea degli Azionisti 2016

Shareholders' Meeting

Reports and proposals  
on the items of the  
Agenda

Trieste, 26-27-28 April 2016



# Reports and proposals on the items of the Agenda

**Trieste,  
26-27 e 28 April 2016**

Ordinary and Extraordinary  
Shareholders' Meeting

## Corporate Bodies as at 17 March 2016

Chairman

**Gabriele Galateri di Genola**

Deputy Chairman

**Francesco Gaetano Caltagirone**  
**Clemente Rebecchini**

Group CEO

Managing Director

**Philippe Donnet**

Members of the Board of Directors

**Ornella Barra**

**Flavio Cattaneo**

**Alberta Figari**

**Jean-René Fourtou**

**Lorenzo Pellicoli**

**Sabrina Pucci**

**Paola Sapienza**

Board of Statutory Auditors

**Carolyn Dittmeier (chairwoman)**

**Antonia Di Bella**

**Lorenzo Pozza**

**Francesco Di Carlo (substitute)**

**Silvia Olivotto (substitute)**

General Manager

**Alberto Minali**

Secretary of the Board of Directors

**Giuseppe Catalano**

Company established in Trieste  
in 1831 - Share Capital  
€ 1,556,873,283.00 fully paid-up.  
Registered office in Trieste, Piazza  
Duca degli Abruzzi, 2.

Tax code and Company Register  
no. 00079760328.

Company entered on the  
Register of Italian Insurance and  
Reinsurance Companies under  
no. 1.00003 - Parent Company of  
the Generali Group, entered on the  
Register of Insurance Groups under  
no. 026.

Certified email (Pec):  
assicurazionigenerali@pec.  
generaligroup.com

ISIN: IT0000062072

Reuters: GASL.MI

Bloomberg: G:IM



Please see the section  
at the end of the report  
for more contacts

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## ASSICURAZIONI GENERALI S.P.A.

Registered office: Piazza Duca degli Abruzzi 2, Trieste

Share capital: € 1,556,873,283.00, fully paid-up.

Tax Identification Number and Trieste Companies Registry Number: 00079760328.

Insurance and Reinsurance Companies Register No. 1.00003.

Parent company of the Generali Group, listed in the Insurance Groups Register under no. 026.

Pec: assicurazionigenerali@pec.generaligroup.com

# Notice of call of the Shareholders' Meeting

Shareholders are invited to attend the Shareholders Meeting at Palazzo dei Congressi, Stazione Marittima, Molo Bersaglieri 3, Trieste, on

- **26 April 2016, at 9.00 a.m.** in ordinary and extraordinary session (first call), and, if needed, on
- **27 April 2016, at 9.00 a.m.** in extraordinary session (second call), and, if needed, on
- **28 April 2016, at 9.00 a.m.** in ordinary session (second call) and extraordinary session (third call)

to pass resolutions on the following

## AGENDA

- 1.** 2015 Financial Statements:
  - a) Adoption of the Financial Statements as at 31 December 2015 with the Report of the Board of Directors, the External Auditor Report and the Report of the Board of Auditors. Relevant resolutions. Delegations of powers.
  - b) Allocation of the profits of the year 2015 and distribution of dividends. Relevant resolutions. Delegations of powers.
- 2.** Appointment and fees of the Board of Directors:
  - a) Determination of the number of members of the Board of Directors for the financial years ending on 31 December 2016, 2017 and 2018.
  - b) Appointment of the Board of Directors for the financial years ending on 31 December 2016, 2017 and 2018.
  - c) Determination of fees for the members of the Board of Directors for the financial years ending on 31 December 2016, 2017 and 2018.
- 3.** Remuneration Report. Adoption of the Remuneration Policy pursuant to s. 123-ter of Legislative Decree no. 58/1998 (CFBA) and s. 24 of ISVAP Regulation no. 39/2011. Relevant resolutions.
- 4.** Group Long Term Incentive Plan (LTIP) 2016:
  - a) Adoption of 2016 LTIP pursuant to s. 114-bis of CFBA. Relevant resolutions. Delegations of powers.
  - b) Adoption of the authorisation to purchase own shares and to dispose of them for the purposes of the LTIP 2016. Termination of the authorisation of the Shareholders Meeting, dated 30 April 2015. Relevant resolutions. Delegations of powers.

- c) Adoption, in extraordinary session, of the delegation to the Board of Directors, pursuant to s. 2443 of the Italian Civil Code, for a period of 5 years from the date of the resolution, to increase the share capital, with free issues and also in instalments, pursuant to s. 2439 of the Italian Civil Code for the purpose of 2016 LTIP. Relevant resolutions. Delegations of powers.
5. Amendments to the Articles of Association:
- a) Adoption, in the extraordinary session, of the amendment to s. 9 of the Articles of Association pursuant to s. 5 of ISVAP Regulation no. 17 of 11 March 2009. Relevant resolutions. Delegations of powers.
- b) Adoption in the extraordinary session, of the amendment to s. 28 of the Articles of Association. Relevant resolutions. Delegations of powers.

## ADDITIONS TO THE AGENDA

Shareholders accounting, either individually or jointly, for at least 2.5% of the share capital may request, within ten days of the publication of this notice of call, i.e. by 29 March 2016, additions to the list of items on the agenda, by specifying in their application the additional items they suggest or by submitting draft resolutions on items already on the agenda. The request must be submitted in writing to the Company registered office, to the attention of the Head of the *Corporate Affairs*, also by mail or by e-mail to the certified e-mail address [azioni@pec.generalicom.it](mailto:azioni@pec.generalicom.it). The ownership of the shares by the applicant Shareholders and the required shareholding to request additions to the agenda must be evidenced by an ad-hoc document submitted by the intermediary and sent to the certified e-mail address [azioni@pec.generalicom.it](mailto:azioni@pec.generalicom.it). Additions to the list of items on the agenda are not allowed on items which the Shareholders Meeting is required by law to debate upon the Directors' proposal or on the basis of projects or reports drafted by them. Any additions to the agenda or the submission of further draft resolutions on items already on the agenda will be notified in the statutory forms laid down for the notice of call, within the deadlines specified in the applicable regulations. Shareholders requesting additions to the agenda are required to draft a report stating the reasons for the draft resolutions regarding the new items they suggest, or the reasons for the further draft resolutions on items already on the agenda. Said report must be delivered to the Board of Directors within the deadline for the submission of requests, i.e. by 29 March 2016. The report

will be made available to the public, together with any evaluations by the Board of Directors, when the notice of additional items is published.

## APPOINTMENT OF THE BOARD OF DIRECTORS

The Board of Directors will be appointed on the basis of lists of candidates pursuant to s. 28 of the Articles of Association, published in the corporate Web site in the Governance section, namely:

- **Entitlement to submit lists.** Lists may be submitted by Shareholders accounting, either individually or jointly with others, for at least 0.5% of the share capital. Ownership of the minimum shareholding required to submit lists is determined on the basis of the shares registered in the Shareholder's name on the date when the lists are filed with the Company. Shareholders entitled to vote, their direct or indirect subsidiaries, and companies directly or indirectly subject to joint control, may jointly submit and may only vote for one list. No account will be taken of support given to any of the lists in the event of breach of this provision.
- **Connections.** Pursuant to CONSOB notice no. DEM/9017893 of 26 February 2009, Shareholders submitting minority lists are required to file, together with the list and the additional documentation required under s. 28 of the Articles of Association, a statement that they have no direct or indirect connection, under s. 147-ter, paragraph 3, of CFBA and s. 144-quinquies of the Issuers' Regulation, with the Shareholder that owns the relative majority shareholding (Mediobanca S.p.A.).

Such statement must also specify any relations, if significant, with the Shareholder that has the relative majority shareholding, if identifiable, and the reasons why such relations are not considered to constitute these connections; alternatively, the absence of the these relations must be specified.

#### **Procedures and deadlines to submit lists.**

The lists, signed by the entitled Shareholder(s) and including the information about the Shareholders submitting them, details of the total percentage of share capital held by them, and the documentation required pursuant to s. 28 of the Articles of Association must be filed at the Company's registered office, to the attention of the Head of the Corporate Affairs, or sent to the certified e-mail address [azioni@pec.generalitaly.com](mailto:azioni@pec.generalitaly.com), within the 25th calendar day before the date of the first call of the Shareholders Meeting, i.e. 1 April 2016. Lists will be disclosed to the public by 5 April 2016 at the corporate headquarters, in SDIR-NIS mechanism, managed by Blt Market Services, at the Internet address [www.emarketstorage.com](http://www.emarketstorage.com) as well as in the corporate Web site, [www.generalitaly.com](http://www.generalitaly.com), in the Governance section, General Meeting – 2016 Meeting. The certificate proving ownership of the minimum shareholding required to submit lists must be evidenced by a specific communication produced by the intermediary depository and sent to the certified e-mail address [azioni@pec.generalitaly.com](mailto:azioni@pec.generalitaly.com), which can also be produced after the filing, but not later than the closing date for the publication of the lists, i.e. 5 April 2016, failing which the list will be deemed not to have been submitted. The relevant guidelines on the election of the Board of Directors is available in the corporate Web site, [www.generalitaly.com](http://www.generalitaly.com), in the Governance section, General Meeting, 2016 Meeting.

#### **DOCUMENTATION**

The full text of the draft resolutions and the reports of the Board of Directors on the items of the agenda, the financial statements for the 2015 financial year with all schedules and statements signed by the manager in charge of preparing the Company's financial reports, the information documents on the new incentive plan for the management of the Generali Group, together with the annual Corporate Governance and Share Ownership Report and the Remuneration

Report will be filed at the Company registered office within the statutory period, and they will be available to the public. These documents will also be published in the corporate Web site [www.generalitaly.com](http://www.generalitaly.com) in the Governance section, 2015 General Meeting – 2016 Meeting, together with forms which Shareholders may use to vote by proxy, as indicated below, and in SDIR-NIS mechanism, managed by Blt Services, at the Internet address [www.emarketstorage.com](http://www.emarketstorage.com). Information about the amount of the share capital, with details on the relevant number and categories of shares are available in the corporate Web site.

#### **RIGHT TO SUBMIT QUESTIONS**

Those entitled to vote may ask questions about the items on the agenda also before the Shareholders Meeting, up to the third day before the date of first call, i.e. by 23 April 2016, by delivering them to the Company's registered office, to the attention of the Head of the Corporate Affairs, or by e-mailing them to [azionisti@generalitaly.com](mailto:azionisti@generalitaly.com), or to the certified e-mail address [azioni@pec.generalitaly.com](mailto:azioni@pec.generalitaly.com) according to the terms and conditions published in the corporate website. Questions received before the Shareholders Meeting will be answered at the Meeting, at the latest. The Company may provide a single answer to all questions on the same topics.

#### **ATTENDANCE OF THE SHAREHOLDERS' MEETING**

Entitlement to attend the Shareholders Meeting and exercise of the voting rights are proved by a certificate issued to the Company by an authorised intermediary in accordance with relevant book entries, for the benefit of the party holding voting rights. The certificate is issued by the intermediary based on the evidence on the record date (15 April 2016), namely the seventh market trading day before the date of the first call of the Shareholders Meeting.

Debit and credit entries made after that date will not be taken into account for the purpose of establishing the entitlement to vote at the Shareholders Meeting; those who became shareholders only after that date will not be entitled to attend or vote at the Shareholders' Meeting. The owners of shares



which have not yet been dematerialised may only attend the Shareholders Meeting if their share certificates are first deposited with an intermediary authorised to input them into the dematerialisation system and to issue the subsequent notice.

Attendance by Shareholders of the Shareholders' Meeting is governed by the applicable legislation and regulations, and by the provisions of the Articles of Association and the Shareholders' Meeting Regulation in force, which are available on the corporate Web site. Those holding voting rights may appoint a proxy to represent them at the Shareholders' Meeting according to the law. Shareholders may appoint the Company's designated representative "Computershare S.p.A." as a proxy with voting instructions, free of charge, pursuant to article 135-*undecies* of the CFBA. The proxy must be granted by signing the proxy form which is available on the Company's Web site, in the Governance section, General Meeting – 2016 Meeting, from 5 April 2016 at the latest. The proxy form must be received by "Computershare S.p.A." not later than 26 April 2016, according to the procedure specified in paragraph 1 of the "Instructions for filling in and transmitting the form" contained in said form.

The proxy does not cover draft resolutions for which no voting instructions have been given. The proxy and voting instructions may be revoked within the same period and with the same procedures as their awarding.

The certificate issued to the Company by the intermediary, proving that the Shareholder is entitled to attend the Shareholders' Meeting and to exercise his/her voting rights, is also required if the designated representative is appointed as a proxy: in the absence of this certificate, the proxy form is deemed to be null and void. Alternatively, Shareholders may appoint a proxy by filling in the proxy form available on the Company's website. The representative by proxy may deliver or send a copy of the proxy form, instead of the original, to the certified

e-mail address **azioni@pec.generalicom**, certifying on his/her own responsibility that the copy is a true copy of the original and certifying the identity of the principal. Pursuant to the applicable legislation, the representative will retain the original proxy form, and keep details of any voting instructions received, for one year from the end of the Shareholders' Meeting.

The proxy may also be granted with an electronic document signed electronically pursuant to article 21, paragraph 2, of Legislative Decree no. 82 of 7 March 2005 and sent to the certified e-mail address **azioni@pec.generalicom**.

## PRACTICAL INFORMATION

A simultaneous interpreting service will be available from Italian into a number of foreign languages (English, French, German and Spanish) during the proceedings of the Shareholders' Meeting. Headphones will be provided, on demand, at the entrance desk of the Stazione Marittima. At the entrance, motion disabled people will easily find their dedicated path and some specific services; other services will be added to overcome any physical, communication and sensorial barriers. Further information or explanations about Shareholders' attendance to the Shareholders Meeting can be obtained via e-mail at **azionisti@generalicom** or by phone at +39040671621 or +39040671696 or by fax at +39040671300. All other people wishing to attend the Shareholders' meeting may also contact the following numbers: for financial experts and analysts: phone +39040671402, fax +39040671338; for journalists: phone +39040671102, fax +39040671127.

### On behalf of the Board of Directors

The Chairman  
 (Gabriele Galateri di Genola)

## Procedure on attendance and voting by proxy

Shareholders entitled to attend the Shareholders' Meeting may appoint proxies, pursuant to the applicable regulations. To this end, the general proxy form, available in the Company Web site, must be filled in. Authorised representatives must have the original proxy forms and must deliver them to the Company upon accreditation.

Original proxy forms may also be delivered to the registered office of the Company in Trieste, Piazza Duca degli Abruzzi 2 - to the attention of the Head of the *Corporate Affairs* - or they may either be sent by certified e-mail **azioni@pec.generalicom**, pursuant to article 21, paragraph 2, of the Legislative Decree no. 82 dated 7 March 2005.

Authorised representatives may submit a copy of the proxy form to the certified e-mail address: **azioni@pec.generalicom**, certifying under their responsibility that the proxy is an original copy as well as the data of the represented shareholders. Pursuant to the applicable regulations, authorised representatives must keep the original proxy and any voting instructions for one year from the end of the Shareholders' Meeting.

Proxy forms with voting instructions may also be submitted to Computershare S.p.A., which has been duly appointed by the Company pursuant to article 135-undecies of the CFBA, by filling out the proxy form which will be available in the Company Web site from 5 April 2016 at the latest. Proxies must be delivered not later than 26 April 2016 to Computershare S.p.A., as follows:

- with the link to Computershare S.p.A. on the Company Web site; or
- by certified e-mail as an attachment to **generalicom@pecserviziotitoli.it**; or
- by fax: +39 011 0923202; or
- as original proxy forms to Computershare S.p.A., C.P. 3015 - Via Marsigli 22, 10141 Torino (Italy)

The proxy does not apply to items for which voting instructions are not provided. The proxy and voting instructions may be cancelled within 26 April 2016.

If, for technical reasons, proxies are not available electronically, they may be sent upon request. To this end, please phone: +39 011 0923200.

## Right to submit questions before the Shareholders' Meeting

Shareholders entitled to vote may ask questions about the items on the agenda also before the Shareholders' Meeting, up to the third day before the date of first call, i.e. by 23 April 2016, by delivering them to the Company's registered office, in Trieste, Piazza Duca degli Abruzzi 2, to the attention of the Head of the *Corporate Affairs*, or by e-mailing them to **azionisti@generali.com**, or to the certified e-mail address **azioni@pec.generali.com**.

Personal data of applicant Shareholders must also be provided with the relevant questions. The right to ask questions must be proved with the statement on the property of the shares,

issued by the authorised intermediary that must be provided within 23 April 2016.

Questions received before 23 April 2016, after having verified their relevance and the right of the applicant, will be answered during the Meeting at the latest. The Company may provide a single answer to all questions on the same topics.

Personal data will be processed pursuant to the Italian applicable regulations on privacy, i.e. Legislative Decree no. 196/2003. For further information, see the relevant section in the Company Web site.

# Report of the Board of Directors to the Shareholders' Meeting

## 2015 FINANCIAL STATEMENT

**Approval of the Annual Financial Statement as at 31 December 2015, including the Reports of the Board of Directors, of the Independent Auditor and of the Board of Auditors. Presentation of the consolidated financial statement. Related and consequent resolutions. Awarding of powers.**

Shareholders,

the draft financial statement for the financial year ending on 31 December 2015 was approved by the Board of Directors on 17 March. On the date of the meeting, you will have the opinion of the independent auditor and by the actuary appointed thereby and the Report of the Board of Auditors expressing its opinion of the proposed allocation of the annual profit and distribution of dividends.

The Assicurazioni Generali S.p.A. financial statement for the year ending on 31 December 2015 closes with a profit of 931,468,960 euros.

The consolidated financial statement, also approved by the Board of Directors on 17 March 2016, closes with a net profit of 2,030,440,409 euros.

Below is the proposed resolution of the Shareholders' Meeting, reflecting, as an expression of the shareholders' intention, the content of the proposal described above.

"The **Shareholders' Meeting** of Assicurazioni Generali S.p.A., meeting in the Palazzo dei Congressi della Stazione Marittima in Trieste at Molo Bersaglieri 3, duly called and qualified to

pass resolutions, in an ordinary session under section 2369 of the Civil Code and article 21 of the Company's Articles of Association,

- having viewed the draft financial statement for the year ending on 31 December 2015, prepared by the Board of Directors, as a whole and in its individual items, with the limitations on reservations permitted by tax legislation, the appropriations and allocations proposed;
- having viewed the Report of the Board of Directors on management, the Report of the Board of Auditors and the other documents attached to the proposed financial statement;

### hereby resolves

1. to approve the financial statement for the year ending on 31 December 2015;
2. to grant the Chairman of the Board of Directors and the Managing Director - also severally, and through special attorneys and/or legal representatives of the Company, under articles 38 and 39 of the Articles of Association - a broad mandate to perform all acts consequent upon the passing and involved in the implementation of this resolution."

Milan, 17 March 2016

THE BOARD  
OF DIRECTORS

# Report of the Board of Directors to the Shareholders' Meeting

## 2015 FINANCIAL STATEMENT

### Allocation of the 2015 annual profit and distribution of dividends. Related and consequent resolutions. Awarding of powers.

Shareholders,

the annual net profit is €931,468,960.

The proposal for allocation of the annual profit and distribution of dividend takes into account the March 17 2016 Board resolution approving assignment of Generali shares to the "2013 Long Term Incentive Plan" ("2013 LTI Plan"). To permit assignment of shares to Group management, a share capital increase up to a maximum of €3,010,255 is planned. This number may be reduced if one or more beneficiaries forfeits the right to assignment between March 17 2016 and the date of effective assignment (currently planned for April 21 2016).

Taking the above-mentioned share capital increase into consideration, a maximum of €602,051 of the annual profit is allocated to the Legal Reserve, in compliance with the provisions of section 2430 of the Civil Code, while the remainder, €930,866,909, is allocated for distribution of dividend.

The proposed dividend attributable to each of the shares entitled to dividends amounts to €0.72, up to a maximum total of €1,123,116,147. The total amount to be assigned to shares in circulation at the moment amounts to €1,120,871,539, to which a maximum of €2,167,384 may be added in relation to shares to be issued under the March 17 2016 Board resolution mentioned above. If the number of shares to be issued for the 2013 LTI Plan should be less than the maximum number specified above, the payment of €2,167,384 will be reduced as a result.

The total amount of dividend will be taken from the available annual profit, taking the rest from the extraordinary reserve formed of profits from previous years:

(in euros)

to dividends	1,123,116,147
from annual profit	930,866,909
from extraordinary reserve	192,249,238

The dividend will be paid, withholding the applicable withholding tax, starting on 25 May through appointed intermediaries via the Monte Titoli S.p.A. centralised management system. Ordinary shares in the Company will be traded, without rights to dividends or to assignment of profits in kind, starting on 23 May 2016.

Below is the proposed resolution of the Share-

holders' Meeting, reflecting, as an expression of the shareholders' intention, the content of the proposal described above. The text will therefore be amended if the number of shares to be issued to serve the 2013 LTI Plan is not the maximum number indicated above.

"The Shareholders' Meeting of Assicurazioni Generali S.p.A., meeting in the Palazzo dei

Congressi della Stazione Marittima in Trieste at Molo Bersaglieri 3, duly called and qualified to pass resolutions, in an ordinary session under section 2369 of the Civil Code and article 21 of the Company's Articles of Association,

- having viewed the draft financial statement for the year ending on 31 December 2015, prepared by the Board of Directors, as a whole and in its individual items, with the limitations on reservations permitted by tax legislation, the appropriations and allocations proposed;
- acknowledging that, as of today's date, the fully paid-in share capital of €1,559,883,538.00 is divided into 1,559,883,538 shares with a face value of €1.00 each;
- having viewed the Report of the Board of Directors on management, the Report of the Board of Auditors and the other documents attached to the proposed financial statement;

**hereby resolves**

1. to assign to Shareholders a dividend for the year 2015, payable beginning on 25 May 2016, after withholding the applicable withholding tax, consisting of a cash payment of €0.72 per share; the total payment will be €1,123,116,147. The amount of €930,866,909 will be taken from the annual profit, while the remainder, €192,249,238, will be taken from the extraordinary reserved formed of profits from previous years;
2. to grant the Chairman of the Board of Directors and the Managing Director - also severally, and through special attorneys and/or legal representatives of the Company, under articles 38 and 39 of the Articles of Association - a broad mandate to perform all acts consequent upon the passing and involved in the implementation of this resolution."

Milan, 17 March 2016

THE BOARD  
OF DIRECTORS

# Report of the Board of Directors to the Shareholders' Meeting

## APPOINTMENT AND FEES OF THE BOARD OF DIRECTORS

**Determination of the number of members of the Board of Directors in office for the financial years ending on 31 December 2016, 2017 and 2018.**

Shareholders,

with the approval of the financial statement for the year ending on 31 December 2015, the term of office of the Board of Directors specified in the 30 April 2013 Shareholders' Meeting for the 2013/2015 three-year period comes to an end.

You are therefore asked to resolve on appointment of a new Board of Directors under art. 28 of the Company's Articles of Association, to remain in office until the date of the Shareholders' Meeting summoned for approval of the financial statement for the financial year ending on 31 December 2018. The resolution appointing the new Board must, in accordance with the Company's Articles of Association, be preceded by a resolution determining the number of members to be elected.

In this regard, note that the Board of Directors must be composed of a minimum of 11 and a maximum of 21 directors.

Note that the Self-Regulatory Code of stock exchange listed companies, to which our Company adheres, suggests that boards of directors should express their own opinion, providing shareholders with a recommendation regarding the size and membership of the *board*, taking into account the results of the annual self-assessment process.

In this regard, in view of the results of the self-assessment process of the Board of Directors

and the Board Committees, and in view of the favourable examination of the Committee for appointments and *corporate governance*, the Board has expressed its opinion, which has been available to all interested parties on our internet site ([www.generali.com](http://www.generali.com)) since February 18 and is attached to this report (Annex 1).

As for the size of the Company's administrative body, following a series of complex assessments, to which the reader is referred, the recommendation is as follows:

*In view of the above and of the positive dynamics of operation of the administrative body reported over the past three years, the Board recommends that, in formulating proposals to the Shareholders' Meeting, the Shareholders should once again elect 11 Board members for the 2016-2018 three-year period.*

*The Board also recommends that the majority of the 11 Board members should qualify as independent Board members under the Code, so as to permit the Board to be supported by committees within the Board – with experience in the areas of control and risks, pay and appointments – set up on the basis of the criteria set forth in the Code.*

In view of the above, the proposed resolution of the Shareholders' Meeting, reflecting the content of the above proposal, is shown below.

"The Shareholders' Meeting of Assicurazioni Generali S.p.A., meeting in the Palazzo dei

Congressi della Stazione Marittima in Trieste at Molo Bersaglieri 3, duly called and qualified to pass resolutions, in an ordinary session under section 2369 of the Civil Code and article 21 of the Company's Articles of Association,

- in view of articles 19 and 28 of the Company's Articles of Association;
- in view of the Report of the Board of Directors prepared on this point on the agenda;

**hereby resolves**

1. to determine as ..... the number of members of the Board of Directors for the 2016, 2017 and 2018 financial years”.

This having been stated, you are hereby asked to determine the number of members of the Board of Directors for the 2016 - 2018 three-year period.

Milan, 17 March 2016

THE BOARD  
OF DIRECTORS

Annex 1:

Recommendation to shareholders regarding the size and composition of the Board of Directors to be appointed for the three-year period 2016-2018.



## **ASSICURAZIONI GENERALI S.P.A. BOARD OF DIRECTORS**

### **ADVICE FOR SHAREHOLDERS ON THE SIZE AND COMPOSITION OF THE BOARD OF DIRECTORS FOR THE THREE-YEAR PERIOD 2016-2018**

#### **1. Introduction**

The Listed Companies' Corporate Governance Code ("the Code") recommends that Boards of Directors should issue advice to shareholders on the size and composition of the Board, taking account of the results of the annual self-assessment process.

The Code recommends that at the time of submission of lists and subsequent appointment of directors, shareholders should take account of the Board's opinion when assessing the professional characteristics, managerial and other experience and gender of the candidates in relation to the size of the issuer, the complexity and specificity of the field in which it operates, and the size of the Board of Directors. It is appropriate for that opinion to be published in sufficient time to ensure that the choice of candidates can take account of the detailed recommendations.

The Code also indicates that it is good practice for the shareholders that control the issuer or, if none, those able to exercise considerable influence over it, to inform the public, a reasonable time in advance, of any proposals they intend to submit to the General Meeting on subjects as to which no specific proposals have been made by the directors. For example, the Code states that at the time of submission of the list of candidates, the market could be notified of those shareholders' opinions on subjects such as the number of members of the Board of Directors, and the duration and remuneration of that body.

The banking legislation, which represents a clear frame of reference for the development of corporate governance in Italy today, makes similar recommendations. On the subject of organisation and corporate governance it provides that the optimum qualitative and quantitative composition of the Board of Directors should be established in advance by the Board itself (assisted by the Appointments Committee in the case of the largest and most complex banks), and subjected to periodic self-assessment. It also states that the appointment procedures must be transparent and ensure that the various shareholders are appropriately represented on the company's governing bodies. The results of the analyses must be notified to shareholders in sufficient time to ensure that the choice of candidates to be submitted takes account of the assessments performed.

In that context, the Board of Directors ("the Board") of Assicurazioni Generali S.p.A. ("Generali" or "the Company") has identified in advance, with the support of the

Appointments and Corporate Governance Committee (“the Committee”), the qualitative and quantitative composition deemed appropriate for the performance of its activities, including the candidates’ characteristics of professionalism and independence, bearing in mind that the authoritativeness and competence of the candidates must be commensurate with the tasks that the directors are required to perform, taking account of the size and complexity of the Company, its business objectives and its strategic vision.

It has therefore prepared this Advice for Shareholders, again with the Committee’s support, which is submitted for examination and evaluation by shareholders in readiness for the forthcoming General Meeting, as the items on the agenda of that Meeting include the appointment of the Board for the three-year period 2016-18, after establishing the number of its members.

## **2. Quantitative aspects: size of the Board**

**2.1. Board evaluation information for shareholders** - According to the well-established corporate governance rules, the number of Board members must be suited to the size and complexity of the Company’s organisational structure, to ensure that it can supervise the whole of its operations effectively, in terms of both management and control.

In 2013 the General Meeting set the number of Board members at 11, in accordance with the Board’s recommendation made at the time. The Articles of Association state that the minimum number of directors shall be 11 and the maximum number 21.

The correct size of the Board is based partly on the composition of the Board Committees, on which a decisive role is played by members who meet the independence requirement. The presence of Committees with consultative, recommendatory and preparatory functions is a common organisational system that reflects the established national and international practice, and increases the efficiency and efficacy of the Board’s work, as has been clearly demonstrated during the three-year term of office of the current Board.

A large number of directors does not always allow effective interaction at meetings, and the contribution made by each member of a crowded collective body is not always ideal. The presence of numerous directors often requires the setting-up of an Executive Committee, a body unknown in many countries, the presence of which is not always synonymous with good corporate governance. Equally, if the number of members is too small, it will be impossible to set up a committee system suited to the increasing governance requirements and complex management of the largest companies, especially if they are subject to regulatory legislation.

The international best practice does not specify an ideal number of members of the

boards of listed issuers, merely indicating that it must be adequate for the conduct of the issuer's business activities. On that basis, in order to formulate its proposal, with the support of the Committee, the Board has examined a basket of issuers, consisting of its international peers in the insurance industry, comparable Italian issuers, and other international companies considered to represent the gold standard in corporate governance. The analysis indicated a variety of situations: the number of board members ranged from a minimum of 9 (ENI) to a maximum of 17 (Unicredit). The insurance peers have an average of 13.4 board members, the comparable national issuers considered have 13.4 (as against an average of 13.8 for the FTSE Mib index), and the "gold standard" companies have 13.

At the time of the 2015 self-assessment process the Board expressed the opinion, supported by the Committee, that the number of members elected for the three-year period 2016-18 should again be 11, and that the majority of that number should be people classed as independent pursuant to the Code, partly with a view to the constitution of the Board Committees.

***2.2 The Board's recommendation** - Having regard to the factors set out above and the smooth operation of the Board during the last three-year period, the Board expresses the opinion that when the proposals are put to the General Meeting, shareholders should vote for the number of directors to be elected for the three-year period 2016-2018 to be confirmed at 11.*

*The Board also recommends that the majority of that number should be people who can be classed as independent pursuant to the Code, so that the Board can be supported by Board Committees skilled in the field of control and risks, remuneration and appointments, set up in accordance with the criteria defined by the Code.*

### **3. Qualitative aspects: composition of the Board**

**3.1. Board evaluation information for shareholders** - The Corporate Governance Code recommends that the composition of the Board of Directors should suitably reflect, in relation to the business carried on by the issuer, the different types of director (executive, non-executive and independent) and their professional and managerial skills, including those of an international nature, and should take account of the benefits that can derive from the presence on the Board of members of different genders, geographical origins, educational and cultural backgrounds, ages and seniority in office. It is also recommended that the number, skills and authoritativeness of the non-executive directors, and the amount of time they are able to devote to their duties, should be sufficient to ensure that their opinion has significant influence when Board decisions are taken.

The insurance legislation also lays down further specific requirements of professionalism that must be possessed by Board members, in addition to those of respectability and independence, while s. 36 of Statute 214/2011 prohibits interlocking situations <sup>(1)</sup>.

According to the best practice, the presence of independent directors on the Board is the most suitable solution to guarantee that the interests of all shareholders, both majority and minority, are represented. In this respect, in the correct exercise of the right to appoint directors, independent directors may be nominated by the controlling shareholders or shareholders that exercise considerable influence.

The Code recommends that the lists of candidates for directorships should be accompanied by information as to whether the candidates can be classed as independent pursuant to art. 3 of the Code, provided that in any event, it is the responsibility of the Board of Directors as a whole to assess the independence of its members. It also recommends that directors who claim to be independent must undertake to maintain their independence throughout their term of office.

Acceptance of a directorship in companies which, like Generali, have adopted the Code, requires a prior evaluation as to whether the candidate will be able to devote the necessary time to diligent performance of the tasks of a director, taking account of the number of directorships or appointments as statutory auditor held in other companies listed on Italian or foreign regulated markets, or in finance, banking or insurance companies or other large companies, and of the other professional activities performed by the person concerned. Large companies are defined as those with net equity exceeding € 10 billion. In this respect, the Board considers that a maximum of two offices for executive directors or five for non-executive directors is usually compatible with effective performance of a directorship of the Company. Multiple offices held in companies in the same Group are considered as a single office <sup>(2)</sup>.

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<sup>(1)</sup> The insurance legislation is contained in the Economic Development Ministry's Decree no. 220 of 11 November 2011, to which the reader should refer for further details. In accordance with s. 36 of Statute 214/11 governing *interlocking personal shareholdings on the credit and financial markets* and prohibiting *persons holding offices in management, supervision and control bodies and the top management executives of companies or groups of companies operating on the credit, insurance and financial markets from accepting or exercising similar functions in competing companies or groups*, it is recommended that candidates should only be nominated if it has already been established that there are no grounds for their incompatibility as defined by the said provision, in addition to the one applicable to insurance companies.

<sup>(2)</sup> Having sufficient time to devote to the performance of the directorship, taking account of its nature and quality, is a pre-requisite that candidates must guarantee, including as regards activities deriving from attendance at meetings of the Board Committees of which they are members. Shareholders are informed that in each year of the three-year period 2013-2015 an average of 13 meetings of the Board of Directors were held, 7 meetings of the Appointments and Corporate Governance Committee, 11 meetings of the Risk and Control Committee, 8.6 meetings of the Remuneration Committee, 8.6 meetings of the Investment Committee, and 6 meetings of the Related-party Transactions Committee, with an average duration of nearly 3 hours for Board meetings and between half an hour and over 4 hours for Board

During its term of office, the Board has implemented the provisions of art. 5.2.1 of IVASS Regulation no. 20 governing the qualitative composition of the Board, establishing that the Board of Directors shall collectively possess suitable knowledge and experience of the market on which the Company operates, its strategy and business model, its governance system, financial and actuarial analysis and the regulatory situation and legislative requirements <sup>(3)</sup>. In this respect, it is appropriate for all the skills indicated above, which are held by the current Board, in a perspective that takes account of both the individual and the collective dimension, to be represented on the new Board.

At present, Generali's Board of Directors consists of 90.9% non-executive directors (with a single Managing Director, namely the Group CEO), and 63.6% independent directors; this level appears to comply with the best national and international practice<sup>(4)</sup>. Female members make up 36.4% of the Board, which has four members of the less represented gender: as from the next Board appointment, the minimum percentage of the less represented gender will be 33%.

The mean age of Board members is about 60 at present. Generali's corporate governance specifies an age limit of 77 for access to the Board and a lower limit of 70

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Committee meetings. Members are also required to attend off-site events during their three-year term of office, and one Board member is appointed as a member of the Supervision and Control Committee. The time devoted by each director to preparing for meetings is obviously additional to the actual meeting time. In view of the factors set out above, the Board recommends that candidates should only accept the office if they consider that they can devote the necessary time to it, having regard to the time devoted to other working or professional activities, and to the performance of any offices they may hold in other companies.

<sup>(3)</sup> In this context, it is specified that *market knowledge* means awareness and understanding of the broader business, economic and market context in which the company operates, and awareness of customers' knowledge level and requirements. *Knowledge of the governance system* means awareness and knowledge of the risks to which the company is exposed, and the ability to manage them, together with the ability to verify the efficacy of the measures taken by the company to guarantee effective governance, supervision and control of the business and, if necessary, the ability to manage change in those sectors. *Knowledge of financial and actuarial analysis* means the ability to interpret the company's financial and actuarial information, identify and evaluate the key factors, implement suitable controls and take the necessary measures on the basis of the available information. *Knowledge of the regulatory framework and legislative requirements* means awareness and understanding of the legislative framework within which the company operates, in terms of the requirements and expectations imposed by the legislation and the ability to adapt promptly to the associated changes.

<sup>(4)</sup> The coefficient of 63.7% relates to the proportion of members who meet the independence requirements laid down in the Code, which are those relevant to the composition of the Board Committees. Moreover, art. 28.2 of the Articles of Association refers, with regard to the appointment and debarment of Directors, to the possession of the independence requirements laid down by the Consolidated Finance Broking Act (CFBA) for holding office as Statutory Auditor. The Articles of Association provide that these requirements must be met by at least one-third of the directors; at present, they are met by 90.9% of the directors in office, the only exception naturally being the sole executive director.

and 65 for holding the offices of Chairman and Managing Director respectively.

The present Board's members reflect the presence, either directly or through representatives, of some of the most important shareholders, business owners operating in a variety of economic sectors, executives of major Italian and foreign companies, university lecturers on economic and financial subjects, and members of the professions. In particular, 64% of members have experience as directors of issuers with high stock-market capitalisation and a managerial profile, 55% have experience in the insurance field and in industry, 36% have skills in the financial & accounting field, while 27% have skills in the academic and business fields and 9% in the legal profession. The level of professional experience found in the current composition of the Board therefore appears to be appropriate in relation to the business carried on by the Company and the Group. The Board's current composition demonstrates a strong international profile, as indicated by the positions held by most of its members in foreign business, professional or academic contexts.

On the basis of the Board's membership over the last 12 years, the Board has a balanced distribution. The average seniority is 5.03 years; 36% of members have above-average seniority, 18% between the average and 3 years, and 45% under 3 years.

**3.2 The Board's recommendation** - *In view of the factors set out above and the result of the recent self-assessment process, which took account of the reference situation previously described, the Board considers that, having regard to the Company's business objectives and strategic vision, the current structure reflects in general, in a correct and balanced way, the different types of director (executive, non-executive and independent) and their professional and managerial skills, including those of an international nature, and a balanced membership in terms of diversity of gender, geographical origin, educational and cultural background, age and seniority in office.*

*It therefore recommends that the various components and key skills identified by the Board when implementing the terms of art. 5.2.1 of IVASS Regulation no. 20, which are possessed by the Board currently in office, should also be substantially possessed by the new Board, in a perspective that takes account of both the individual and the collective dimension.*

*The Board therefore emphasises the importance of:*

- a) *ensuring that the new Board possesses a balanced combination of professional backgrounds, skills, experience and diversity, an adequate representation of the share capital, and promoting, in accordance with the business objectives and those of the strategic plan, knowledge of the insurance and financial industry and strategic and market orientation, with particular attention to the international profile of the candidates (regardless of nationality) and their willingness to confront the challenges posed by technological innovation, especially digitalisation, in the financial world in general and the insurance world in particular;*

- b) *more specifically, in view of the developments in the legislation governing the industry (especially Solvency II), ensuring that the Board possesses the professional skills currently held by the present Board of Directors, which are required for supervision of the internal control and risk management system (in particular as regards risks and solvency), appointments to the corresponding Board Committee, and support for its efficacy;*
- c) *also ensuring, as recommended by the Code, that the Board's members include at least one financial expert and one remuneration expert, to be appointed to the Risk and Control Committee and the Remuneration Committee respectively;*
- d) *acknowledging that available time is a key factor in the effective performance of a directorship with the Company;*
- e) *ensuring the presence of a suitable number of independent directors on the Board and the Board Committees;*
- f) *maintaining the current ratio between executive and non-executive directors, and confirming a system of operational delegation of powers hinging on a sole Managing Director;*
- g) *ensuring the distribution of the Directors' seniority, evaluating the advisability of maintaining the presence of a suitable number of the directors currently in office, partly with a view to implementation of the 2016-18 Strategic Plan and application of the internal capital calculation model, both issued by the Board in 2015, and at the same time confirming the value of new directors.*

*Finally, without prejudice to shareholders' right to make their own evaluations of the ideal composition of the new Board and to submit candidates consistent with them, the Board recommends that when the lists are submitted, shareholders should provide suitable evidence, in the form of each candidate's CV, that the skills of the candidates nominated in their lists (which should relate not only to individual qualifications, skills and experience, but also to the composition of the Board as a collective body) match those identified by the Board or by shareholders themselves.*

This opinion will be published at least 60 days prior to the date of the General Meeting to ensure that shareholders can take account of the Board's evaluations and recommendations at an early stage in the process of choosing the candidates.

Milan, 17 February 2016

THE BOARD OF DIRECTORS

# Report of the Board of Directors to the Shareholders' Meeting

## **APPOINTMENT AND FEES OF THE BOARD OF DIRECTORS**

### **Appointment of the Board of Directors in office for the financial years ending on 31 December 2016, 2017 and 2018.**

Shareholders,

with the approval of the financial statement for the financial year ending on 31 December 2015, the term of office of the Directors appointed for your Company by the 30 April 2013 Shareholders' Meeting for the 2013-2015 three-year period comes to an end.

You are therefore asked to pass a resolution under art. 28 of the Company's Articles of Association appointing a new Board of Directors, to remain in office until the date of the Shareholders' Meeting summoned to approve the financial statement for the financial year ending on 31 December 2018: the Board of Directors is appointed on the basis of lists presented by shareholders in accordance with the procedure described in art. 28 of the Company's Articles of Association. To help interested parties present lists, an operative instruction manual, attached to this report (Annex1), has been prepared and is available on the Company's internet site, under *Governance/Shareholders' Meetings/2016 Shareholders' Meeting*.

Candidates must possess the requirements of professionalism, integrity and independence required by law, must not be subject to any of the causes of incompatibility identified in current legislation, including art. 36 of Law no. 214 of 22 December 2011, and must possess the requirements of Generali's Fit&Proper Policy under art. 5, paragraph 2, letter l) of ISVAP Regulation no. 20/2008 and comply with the provisions of the legislation implementing Directive 2009/138/EC of the European Parliament and of the Council, dated 25 November 2009, on the taking up and pursuit of the busi-

ness of insurance and reinsurance (referred to as Solvency II). Under the Company's Articles of Association, candidates aged 77 or over cannot be elected. Each candidate may appear in only one list, on pain of ineligibility.

At least one third of the directors must possess the requirements of independence under the Auditors' law. If the number of members of the Board of Directors established by the Shareholders' Meeting is not a multiple of three, the number of independent Directors required will be rounded off to the number below.

Note that Board membership must also reflect the gender balance required under current legislation, and therefore, for the next three-year period, at least one third of the members of the Board of Directors must be of the less represented gender. If this number is a fraction, it will be rounded off to the whole number above. The lists, with the exception of those presenting less than three candidates, must contain a number of candidates sufficient to ensure the gender balance, no higher than the number of members to be elected, listed by progressive numbering.

As stated in the call to meet for this Shareholders' Meeting, the Company's Articles of Association and the applicable legislation, shareholders who, alone or jointly with other shareholders, represent at least 0.5% of the Company's share capital are entitled to present a list. A single shareholder may not present or vote for more than one list, even through an intermediary or a trust company. Those entitled to vote, the companies owned directly or indirectly by them and the companies owned



directly or indirectly by the same owner may present and vote for only one single list; in the event of violation of this rule, their support for some of the lists will not be taken into account.

In accordance with the requirements of CONSOB communication no. DEM/9017893 of 26 February 2009, shareholders who intend to present minority lists are asked to file, along with the list and the additional documents required under art. 28 of the Company's Articles of Association, a statement attesting to the absence of any connections, even indirect, of the type identified in art. 147-ter, paragraph 3, of TUIF and art. 144-quinquies of the Issuers' Regulations, with the shareholder holding the majority of shares (Mediobanca S.p.A.). The statement must also specify any significant relationships that may exist with the shareholder holding the relative majority of shares, if this party can be identified, and the reasons for which the relationship is not considered to determine the existence of such a relationship, or the absence of such a relationship must be declared.

Lists must be filed in the Company's registered offices by the 25th day prior to the date of first call of the Shareholders' Meeting, and therefore by Friday 1 April 2016, and must be complete with information on the Shareholders who presented them, identifying the total percentage of share capital they own, and the following documents:

- a) *curriculum vitae* of each of the candidates, containing exhaustive information on their personal and professional characteristics and their experience in the fields of insurance, finance and/or banking (also see, below, the requirements identified in opinion expressed by the Board of Directors);
- b) declarations in which each candidate accepts the nomination, agrees to accept the office if elected and attests, under his or her own responsibility, that he or she is not subject to any causes of incompatibility or ineligibility and possesses the requirements of integrity, professional conduct and, if applicable, independence required by current legislation;
- c) copy of certificates issued by intermediaries attesting to ownership of the percentage of share capital required for presentation of lists.

Lists filed by shareholders will be published by Generali within the twenty-first day prior to the date of first call of the Shareholders' Meeting, and therefore by 5 April 2016, which is also the deadline for presenting documents demonstrating shareholders' legitimacy to act.

Directors will be elected as described in art. 28, paragraph 10 of the Company's Articles of Association, and if a single list is presented, art. 21, paragraph 3 of the Company's Articles of Association shall apply.

Lists presented without complying with the provisions of art.28 of the Company's Articles of Association will be considered not to have been presented.

In this context, note that the Self-Regulatory Code of stock exchange listed companies, to which our Company adheres, advises Boards of Directors to express a recommendation for shareholders regarding the size and composition of the *board*, taking into account the results of the annual self-assessment process.

The Code states that when presenting lists and appointing directors, shareholders should, in view of the opinion expressed by the board, consider the professional qualities, experience, including managerial experience, and the gender of the candidates, in relation to the issuer's size, the complexity and specific nature of the business sector in which it operates, and the size of the board of directors.

The Code likes notes that it is good practice for the shareholders owning the controlling share in the issuer, or those with significance influence over it, to notify the public sufficiently in advance of any proposals they may intend to make to the shareholders' meeting regarding topics on which the directors have not made a specific proposal.

In this regard, in view of the results of the self-assessment process of the Board of Directors and the Board Committees and in view of the approval of Committee for appointments and *corporate governance*, the Board has expressed an opinion, which has been available to all interested parties on the Company's internet site ([www.generali.com](http://www.generali.com)) since 18 February and is attached to this report (Annex 2).

As for the profile of the composition of the company's administrative body, following complete assessments, to which the reader is referred, the recommendation is as follows:

*In view of the above and the outcome of the self-assessment process conducted recently, taking into account the reference framework described above, it is considered that, with regard to the Company's business goals and strategic vision, the current set-up, generally speaking, correctly and fairly reflects the different components (executive, non-executive, independent) and the professional and managerial skills, with an international scope, and the appropriate diversity in terms of gender, geographic origin, educational and cultural differences, age and seniority.*

*We therefore recommend that the different components and key skills identified by the Board in implementation of the requirements of art. 5, paragraph 2, letter l) of IVASS Regulation no. 20, possessed by the administrative body currently in office, should be confirmed in the new Board, in a vision that takes into account both the individual and collegial dimensions.*

*We therefore underline the importance of:*

- a)** *ensuring that the newly appointed Board also reflects a balanced combination of professional profiles, skills, experience and diversity, with appropriate representation of the Company's share capital, and, consistently with the Company's business targets and strategic plan, possesses the appropriate know-how in the insurance and finance sector and market orientation, with a focus on candidates' international profile (no matter what their nationality) and the required openness to the challenges of technological innovation and particularly the digitalisation of the world of insurance and of finance in general;*
- b)** *more specifically, also in view of the evolution of legislation governing the sector (particularly Solvency II), ensuring that the Board includes those professional skills currently present in the company's administrative body which are required to oversee the internal control and risk management system (particularly risks and solvency) which are also required to form committees within the Board in charge of*

*these areas and support the efficacy of their role;*

- c)** *also ensuring, in conformity with the recommendations of the Code, the presence on the Board of at least one expert in finance and one expert in remuneration, to be appointed to the Control and Risks Committee and the Remuneration Committee, respectively;*
- d)** *acknowledging the availability of the time of at least one key member for effectively performing the role of the Company's managing director;*
- e)** *guaranteeing the presence of a sufficient number of independent directors on the Board and in the committees on the Board;*
- f)** *preserving the current ratio between the number of executive and non-executive directors, and confirming the system of operative proxies based on a single managing director;*
- g)** *ensuring distribution of Directors' seniority, considering the appropriateness of maintaining an adequate number of the directors currently in office, also with a view to implementation of the 2016-18 strategic plan and application of the internal model for calculation of capital, both passed by the Board in 2015, while at the same time confirming the value of diversification of the backgrounds and identity of the directors.*

*Lastly, we recommend – while confirming the Shareholders' right to form their own opinions regarding the optimal composition of the new Board and to present candidacies consistent with their opinions – that, at the time of presentation of the lists, Shareholders should provide appropriate evidence, identifiable in each candidate's curriculum vitae, of the alignment of the candidates' skills as indicated in their lists (to be described not only in terms of individual qualifications, skills, capacity and experiences, but also in terms of Board membership as a collegial body) in relation to those identified here by the Board or by themselves.*

Emphasising this final recommendation of the Board of Directors to your Company, we therefore invite Shareholders who intend to present a list of candidates to complete the documentation listed above with evidence of the alignment of the candidates' skills with those identified by the Board in its recommendations.

This having been stated, you are now invited to pass resolutions regarding the appointment of members of the Board of Directors to remain in office for the 2016-2018 three-year period, expressing your preference for one of the lists presented by the parties entitled to present them under the provisions of the Articles of Association referred to above.

Milan, 17 March 2016

THE BOARD  
OF DIRECTORS

Annex 1

Operative instruction manual for the process of election of the Assicurazioni Generali S.p.A. Board of Directors by list vote, under art. 28 of the Company's Articles of Association.

Annex 2

Recommendation to shareholders regarding the size and composition of the Board of Directors to be appointed for the three-year period 2016-2018.



Assicurazioni Generali S.p.A.



Operating Manual  
on the election procedure  
of the Board of Directors  
of Assicurazioni Generali S.p.A.  
as based on the slate voting system  
pursuant to Art. 28 of the Company's  
Articles of Association



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## General background

This document illustrates, to the benefit of the interested shareholders, the formal rules regulating the procedure for submitting a list of candidates for election to the Board of Directors (hereinafter also indicated as the “**Board**”) of Assicurazioni Generali S.p.A. (hereinafter also indicated as “**Generali**” or the “**Company**”).

With regard to other more fundamental aspects, please refer to the **Guidance Statement** as approved by the Board on 17 February 2016

### Information on the size and composition of the Board

As specified in Art. 28, Paragraph 1 of Generali’s Articles of Association (hereinafter also referred to as the “**Articles of Association**” - **Annex A**), the composition of the Board varies from a minimum of 11 to a maximum 21 members, as appointed by the Shareholders’ Meeting, which also previously sets the number of Board members.

With the exception of those lists presenting less than three candidates, all the lists include a number of candidates:

- ensuring gender balance;
- not higher than the number of members to be elected, listed in progressive order.

Each candidate may stand for election on only one of the lists, under penalty of ineligibility. Pursuant to Art. 147, Paragraph 1-ter of Legislative Decree 24 February 1998, No. 58 (**The Consolidated Finance Act**), at least one third of the Board Members for the next three-year term shall belong to the least represented gender. Those who have reached the age of 77 cannot stand for election (Art. 28 Paragraph 2 of the Articles of Association).

Board Members shall meet the requirements of professionalism, respectability and independence as required by the regulations in force and cannot fall under those situations of incompatibility as described by the laws and regulations in force (**Annex B**) as well as by internal rules (**Annex C**).

Pursuant to Art. 36 of Law 22 December 2011, No. 214, with regard to the independence of top managers of companies operating in the finance and credit markets, it is established that, in order to protect competition (**Annex**

and published on Generali’s web-site ([www.generali.com](http://www.generali.com)), in the section relating to the 2016 Shareholders’ Meeting.

In this regard, shareholders wishing to submit a list of candidates are recommended to attach the relevant documentation showing the consistency of their competences in respect to the ones identified by the Board into the Guidance Statement.

**D**), it is forbidden for those holding top-level positions in the administrative, governing and supervisory bodies as well as the top-level officers of companies or groups of companies operating in the credit, insurance and finance markets, to accept or hold similar offices in competitor companies or groups of companies (prohibition of interlocking). To the purposes of the aforementioned prohibition, competitor companies or groups of companies are those among which there are no controlling relationships as mentioned in Art. 7 of Law 10 October 1990, No. 287, and that operate in the same product or geographical markets.

Board Members shall meet the independence requirements as required by laws and regulations in force, particularly, at least one-third of those shall meet the independence requirements as provided by law for a position of Member of the Board of Auditors (**Annex E**). Should the number of Board Members as established by the Shareholders’ Meeting not be a multiple of three, the number of independent members shall be rounded down to the nearest whole number. Even though, for the purposes of presenting a list of candidates only the independence requirements as provided by Law for the Members of the Board of Auditors is relevant, it should be noted that, for the purpose of forming the internal board committees as required by the Corporate Governance Code of the Listed Companies (hereinafter also referred to as the “Code”), the independence requirements as per Art. 3 of the Code is relevant (**Annex F**).

The Code underlines that acceptance of a Director position includes a previous assessment on being able to devote the necessary time to the diligent performance of the relevant duties, taking into account any other director-level or

supervisor-level positions held in other listed companies in regulated markets (domestic and foreign alike), in financial companies, banks, insurance companies or large companies whatsoever, as well as any other professional activity carried out by the candidate. To this purpose and as a general rule, Generali set that a maxi-

imum of **two positions** for executive directors and **five positions** for non-executive directors are compatible with an effective performance of Company Director's duties. More than one position held in companies of one single group are considered as one single position.

### List submission procedure

Art. 28 of the Articles of Association requires that Board Members be appointed based on lists.

Shareholders holding at least 0.5% of the Company's share capital (whether individually or jointly with others) are entitled to submit lists. Each shareholder may neither submit nor vote on more than one list, whether directly or through trust companies or third parties; each candidate may be included in one list only, under penalty of ineligibility.

Lists shall be filed with the Company's registered office **by the 25<sup>th</sup> calendar day prior to the date of the first call of the Shareholders' Meeting (set for 26 April 2016), therefore by Friday 1 April 2016**. The lists filed by the shareholders are published by Generali by the 21<sup>st</sup> calendar day prior to the date of the first call of the Shareholders' Meeting, therefore by 5 April 2016, by which date documents shall be submitted legally demonstrating that the shareholders are entitled to submit the lists at issue pursuant to the provisions of Art. 147-ter, Paragraph 1-bis of the Consolidated Finance Act and Art. 28 Paragraph 8 of the Articles of Association.

The elections of Board Members proceeds in compliance with Art. 28, Paragraph 10 of the Articles of Association: all the Board Members shall be elected from the list obtaining the

highest number of votes apart from one, two, or three Members (depending on whether the number of Board Members to be appointed – as set by the Shareholders' Meeting with a separate resolution, which is made prior to the election – be 11, between 12 and 15 or higher than 15) which are chosen out of the list which came second in terms of votes.

To the purposes of submitting a list, a shareholder shall send a notification of list submission to the Company's registered office (I-34132 Trieste, Piazza Duca degli Abruzzi No. 2) or, via email to the certified address [azioni@pec.generalicom.com](mailto:azioni@pec.generalicom.com), by the aforementioned date; the contents of such notification – as specified below – shall vary in one aspect, should a list be submitted by shareholders other than those holding a relative majority of the shares (hereinafter also referred to as "**Minority Shareholders**"). In fact, the laws and regulations in force as well as CONSOB recommendations on the matter at issue (**Annex G**) provide that Minority Shareholders submit a declaration on the possible connections between their lists and those submitted by Relative Majority Shareholders.

For confidentiality reasons, it is recommended that the documents filed, which will also be published on the Company's website, omit any other information which may not be strictly necessary given the laws and regulations in force (e.g. it would be inappropriate to include a candidate's telephone number in his/her CV).

### Submission of a list by a shareholder holding a relative majority of shares

A shareholder holding a relative majority of shares shall send a notification of list submission, the content of which shall be consistent with the attached template (**Annex H.1**) and shall attach the documents indicated below:

**H.2** a copy of the communication issued by

an authorized intermediary, declaring the shareholder is entitled to submit the list;

**H.3** a statement (undersigned and dated) that each candidate accepts his/her nomination and any future appointment and confirms the absence of causes for ineligibility and incompatibility, and the fulfilment of the requirements of professionalism and respectability (by crossing out the

relevant boxes) as provided by laws, regulations and internal rules in force;

- H.4** the C.V. of each candidate, undersigned and dated, including exhaustive information on the personal and professional characteristics of the candidate at issue and his/her competence in the insurance, finance and/or banking fields as well as in other relevant fields, as indicated in Assicurazioni Generali's Fit & Proper Policy. The C.V. shall point out the work experience of the candidate that, on the one hand, meets the requirement of eligibility and, on the other, is an aspect to be assessed by the Supervisory Authority (IVASS);

- H.5** a list (undersigned and dated) of the director-level, executive and supervisor positions held by each candidate with other companies;

- H.6** a declaration (undersigned and dated) with which each candidate confirms the fulfilment or the absence of the independence requirements as per Art. 6 of the Decree of the Ministry of Economic Development 11.11.2011, No. 220, of Art. 148, Paragraph 3 of the Consolidated Finance Act, and the fulfilment or absence of the requirements of independence as indicated by the Code (by crossing out the relevant box/boxes)..

### List submission by Minority Shareholders

Minority Shareholders shall file a notification of list submission, the content of which shall be consistent with the attached template (**Annex I.1**) and shall attach the documents indicated below:

- I.2** a copy of the communication issued by an authorized intermediary, declaring the shareholder is entitled to submit the list;
- I.3** a statement (undersigned and dated) that each candidate accepts his/her nomination and any future appointment and confirms the absence of causes for ineligibility and incompatibility, and the fulfilment of the requirements of professionalism and respectability (by crossing out the relevant box/boxes) as provided by laws, regulations and internal rules in force;
- I.4** the C.V. of each candidate, undersigned and dated, including exhaustive information on the personal and professional characteristics of the candidate at issue and the competence in the insurance, finance and/or banking fields as well as in other relevant fields, as indicated in Assicurazioni Generali's Fit & Proper Policy. The C.V. shall point out the work experience of the candidate that, on the one hand, meets the requirement of eligibility and, on the other, is an aspect to be assessed by the Supervisory Authority (IVASS);
- I.5** a list (undersigned and dated) of the director-level, executive and supervisor

positions held by each candidate with other companies;

- I.6** a declaration (undersigned and dated) with which each candidate confirms the fulfilment or the absence of the independence requirements as per Art. 6 of the Decree of the Ministry of Economic Development 11.11.2011, No. 220, of Art. 148, Paragraph 3 of the Consolidated Finance Act, and the fulfilment or absence of the requirements of independence as indicated by the Code (by crossing out the relevant box/boxes);

- I.7** a declaration confirming the absence of connections pursuant to Art. 147-ter, Paragraph 3 of the Consolidated Finance Act, in conjunction with Art. 144-quinquies of the Provision on Issuers and the Consob recommendations of communication No. DEM/9017893 of 26 February 2009.

*alternatively*

- I.8** a declaration confirming the existence of connections pursuant to Art. 147-ter, Paragraph 3 of the Consolidated Finance Act, in conjunction with Art. 144-quinquies of the Provision on Issuers and the Consob recommendations of communication No. DEM/9017893 of 26 February 2009.

### **INFORMATION STATEMENT PURSUANT TO ART 13 OF LEGISLATIVE DECREE 196/2003**

Pursuant to laws and regulations in force with regard to personal data protection, it is hereby reported that Generali, the data controller, holds or intends to acquire the personal data relating to the candidates indicated by the shareholders interested in submitting lists for the appointment of Board Members for the three year -period 2016-2018, within the procedure for the election of the Board of Generali and to the purpose of managing the corporate procedures connected to any such appointment.

Such data are only those which are strictly necessary to the aforementioned purposes and are only processed with ways and procedures – with or without the aid of electronic instruments – necessary in order to initiate the relationships subject of this information statement, including the case when some of this data are communicated to other persons connected to the corporate procedures pertaining to the appointment of Board Members; furthermore, for some of the services we also use trusted persons that carry out technical, organizational and operational tasks on our behalf, in Italy or abroad.

The data may also become known to collaborators of Generali, specifically authorised to the processing of such data, in their capacity of Managers or Instructed Persons for the pursuit of the aforementioned purposes.

The aforementioned data may be subject to diffusion to the purpose of compliance with laws, EU rules or regulation or with orders issued by Authorities authorised to do so by law or supervisory and control bodies. Without such data, Generali would be unable to fulfil the abovementioned obligations, in whole or in part.

The concerned individuals are entitled to know which data are processed by Generali and, should the conditions arise, exercise the various rights connected thereto (rectification, update, removal, opposition, etc.) by addressing the relevant Corporate Manager as per Art. 7: Privacy, Via Marocchesa 14, 31021 Mogliano Veneto TV - [privacy.it@generalicom.com](mailto:privacy.it@generalicom.com).

The updated list of the information statements, the Managers and the categories of persons to whom the data may be communicated as well as Generali's Privacy policies are available on Generali's website ([www.generalicom.com](http://www.generalicom.com)).



## Annex A

# Assicurazioni Generali S.p.A. Articles of Association

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### Art. 28

- 28.1** The Company is managed by a Board consisting of not less than 11 and not more than 21 members appointed by the Shareholders' Meeting after having decided upon the number of members.
- 28.2** The composition of the Board of Directors shall comply with the criterion of gender balance prescribed by current laws and regulations. The members of the Board of Directors shall meet the requirements of professionalism, respectability and independence laid down by current legislation. No one who has reached the age of 77 may be elected Director. At least one-third of the Directors ("Independent Directors") shall meet the independence requirements laid down by law for Internal Auditors. If the number of members of the Board of Directors established by the Shareholders' Meeting is not a multiple of three, the number of Independent Directors called on to compose it shall be rounded down to the nearest whole number.
- 28.3** The Board of Directors shall be appointed based on lists, in accordance with the procedure laid down in this article.
- 28.4** The lists, except those containing less than three candidates, shall contain a number of candidates capable of ensuring a balance between the genders, no greater than that of the members to be elected, listed in accordance with a sequential number. Each candidate may be nominated in only one of the lists under penalty of ineligibility.
- 28.5** Lists may be submitted by members who, either alone or jointly with others, represent at least the minimum percentage of the share capital laid down by current legislation. Each shareholder entitled to vote and the companies directly and indirectly controlled by them, and companies directly or indirectly subject to joint control, may only submit one list. No account shall be taken of support given to any of the lists in breach of the terms of the preceding sentence.
- 28.6** Lists must be submitted to the Company within 25 days from the day before the date of the Shareholders' Meeting convened in first or single call.
- 28.7** The following documents shall be filed with the lists:
- (i) the curriculum vitae of each candidate, containing detailed information about the candidate's personal and professional characteristics and the skills acquired by him/her in the insurance, financial and/or banking field;
  - (ii) statements in which the candidates accept the nomination, undertake to accept the office if appointed, and further declare, under their own responsibility, that no grounds for incompatibility or ineligibility exist, and that they meet the requirements of respectability, professionalism and, if applicable, independence required by current legislation.
- 28.8** By the twenty-first day prior to the date of the Shareholders' Meeting in first or single call, shareholders who have submitted a list shall file a copy of the intermediaries' certificates certifying ownership of the percentage of share capital required by article 28.5. If this is not done, for the purposes of article 28 the list shall be deemed not to have been submitted.
- 28.9** Each shareholder entitled to vote, the companies directly or indirectly controlled by it, and companies directly or indirectly subject to joint control, may only vote for one list. No account shall be taken of votes cast in breach of this provision.
- 28.10** Elections of Directors shall be conducted as follows:
- a) all the Directors to be elected, less those to be taken from the second list in accordance with the terms of paragraph b) below, shall be taken from the list that obtained the largest number of the votes cast by shareholders, in the sequential order with which the candidates are entered in the list. If the number of directors of the less represented gender drawn

from that list is less than that prescribed by existing law, the candidate elected with the highest sequential number and belonging to the more represented gender shall be excluded. The excluded candidate shall be replaced by the next one belonging to the gender less represented drawn from the same list as the candidate excluded. If it is not possible to draw the necessary number of directors of the less represented gender from the list that obtained the highest number of votes, the missing directors shall be elected by the shareholders with a majority vote.

- b) one, two or three Directors, depending on whether the number of members of the Board of Directors determined by the Shareholders' Meeting is 11, 12- 15 or over 15, shall be taken, based on the sequential number with which the candidates are indicated in the list, from the list which obtained the second-largest number of votes (without taking into account the votes cast by shareholders connected directly or indirectly with those who submitted or voted for the list that obtained the largest number of votes)
- c) if two lists obtain the same number of votes, the Meeting shall vote again;
- d) the Independent Directors shall be taken from the list that obtained the largest number of votes. If the number of Independent Directors taken from that list is less than the number specified in article 28.2, the elected candidate who has the highest sequential number and does not meet the necessary independence requirements shall be excluded. The excluded candidate shall be replaced by the next candidate who meets the said requirements, taken from the same list as the excluded candidate. If it is impossible to take the required number of Independent Directors from the list that obtained the largest number of votes, the missing directors shall be appointed by the Shareholders' Meeting on a majority vote.
- e) if an elected candidate cannot or does not wish to accept the appointment, s/he shall be replaced by the first of the unelected candidates on the list to which the said refusing candidate belonged;

f) for the purpose of application of the preceding terms and the allocation of the Directors, no account shall be taken of lists that do not obtain a percentage of the votes amounting to at least half the amount required by the Articles of Association for submission of lists;

g) if only one list is submitted, Art. 21 Paragraph 3 shall apply.

**28.11** If no list is submitted by the due date, the Shareholders' Meeting shall pass resolutions by a relative majority of the shareholders present.

**28.12** The members of the Board of Directors stay in office for three financial years, their mandate ends on the date of the meeting for the approval of the Financial Statements related to the last financial year covered by their term of office and are eligible for re-appointment. In case of appointment during such three years, the term of office of the newly appointed directors shall expire with that of the directors in office.

**28.13** If a Director taken from the list specified in article 28.10.b should cease to hold office.

- i) the Board of Directors shall replace that Director by appointing the first of the unelected candidates in the list to which the outgoing director belonged as Director, provided that the said candidate is still eligible and willing to accept the appointment and is of the same gender;
- ii) the Shareholders' Meeting shall replace the outgoing Director by majority vote, selecting his/her replacement if possible from among the candidates on the same list who previously accepted the replacement and are of the same gender.

In all other cases in which a Director ceases to hold office during the three-year period, that Director shall be replaced in accordance with current legislative provisions, in compliance with the principle of necessary gender representation established by current law. If an Independent Director ceases to hold office, his/her replacement, co-opted by the Board of Directors or appointed by the Shareholders' Meeting, shall meet the independence requirements laid down by law for holding the office of Internal Auditor.

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## Annex B

# Regulations regarding the requirements of professionalism, respectability, independence and the causes for ineligibility and forfeiture of office

### ITALIAN CIVIL CODE

#### Art. 2382

#### (Causes for ineligibility and forfeiture of office)

1. Interdicted and banned persons, disqualified persons, bankrupt persons or those persons who have been sentenced to a penalty entailing a ban, even temporary, from public office or the inability to exercise managerial functions cannot be appointed as directors and, if appointed, forfeit their office.

\* \* \*

### Legislative Decree 7.9.2005, No. 209

#### Art. 76

#### (Requirements of professionalism, respectability and independence of company members and persons carrying out fundamental functions)

1. Persons carrying out director-level, executive and supervisory functions and those carrying out fundamental functions with insurance and reinsurance companies, shall meet the professionalism, respectability and independence requirements, according to principles of proportionality and taking into account the significance and complexity of the posts they hold, as set by the Rules adopted by the Ministry of Economic Development, having heard the opinion of IVASS.
- 1-bis. Insurance and reinsurance companies shall prove to IVASS that the persons carrying out director-level, executive and supervisory functions as well as those carrying out fundamental functions meet the requirements indicated in Paragraph 1 above.
2. Failure to meet the requirements, whether initially or at a later stage, is a cause for forfeiture of office. Such forfeiture is declared by the Board of Directors or the

Supervisory Board or the Management Board within thirty days of the appointment or of such failure becoming known. The replacement is notified to IVASS. In the event of failure to act on the part of the above boards, forfeiture is declared by IVASS, which requests the person to forfeit his/her office, pursuant to Art. 188, Paragraph 3-bis, letter e).

3. In the event of failure to meet the requirements of independence as provided by the Civil Code or the Articles of Association of the insurance or reinsurance company, Paragraph 2 above shall apply.
4. The rule detailed in Paragraph 1 above sets the causes for temporary suspension from office and the duration of such suspension is declared following the same procedure as indicated in Paragraph 2 above.

\* \* \*

### DECREE OF THE ITALIAN MINISTRY OF ECONOMIC DEVELOPMENT 11 November 2011, No. 220

#### Regulations fixing the requirements of professionalism, respectability and independence of company members as well as the requirements of respectability of shareholders, pursuant to Articles 76 and 77 of the Code of Private Insurance Companies as per Legislative Decree 7 September 2005, No. 209.

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#### Art. 3 – Requirements of professionalism of company members

1. The Directors and Auditors of an insurance or reinsurance company are selected in accordance with criteria of professionalism and competence from among candidates who have a total of at least three years' experience developed through carrying out one or more of the

following activities:

- a) director-level, executive or supervisory activities with companies or entities in the insurance, credit or finance industries;
  - b) director-level, executive or supervisory activities in public entities or public administrations connected to the insurance, credit or finance industries or with other industries if the functions carried out implied management and supervision of financial and economic resources;
  - c) director-level, executive or supervisory activities in public or private undertakings the sizes of which are commensurate to the size of the insurance or reinsurance company with which the office at issue is going to be held;
  - d) professional activities in matters connected with the insurance, credit or finance industries, or tenured university teaching positions in law, finance and statistics course subjects relating to the insurance industry.
2. The Chairman of the Board, the Members of the Executive Committees, the Managing Directors and at least one third of the actual and deputy Auditors are to be chosen based on professionalism and competence criteria among those individuals who have developed a total of at least five years' experience, with exclusive regard to the provisions of letters a), c) and d) of Paragraph 1.
  3. For the office of General Manager or for offices involving the exercise of equivalent functions, specific professional competence is required in the fields of insurance, credit or finance by way of work experience acquired in positions entailing manager-level functions of appropriate responsibility for a period of no less than five years.

#### Art. 4 – Impediments

1. Candidates who have been directors, general managers, auditors or liquidators in companies that have been subject to procedures of extraordinary administration, bankruptcy or compulsory administrative liquidation or equivalent procedures during the three years prior to adoption of the relevant orders are prohibited from taking the office of director, general manager, auditor or liquidator in insurance and reinsurance companies, or offices involving the exercise of

equivalent functions. This prohibition remains in place for a three-year period starting from the adoption of the relevant orders. This length of time is reduced to one year should any of the above procedure be initiated on request of the entrepreneur, the company's Board or as a consequence of a report made by the candidate concerned.

2. Nor can the offices mentioned in Paragraph 1 above be held by individuals who have been subject to a cancellation order from the consolidated national register of stock brokers as required by Art. 201, Paragraph 15 of Legislative Decree 24 February 1998, No. 58, and the stock brokers who are excluded from negotiations in a regulated market. This prohibition remains in place for the three-year period starting from the adoption of the relevant orders. This length of time is reduced to one year in the event the order was adopted on request of the stock broker at issue.
3. The impediment mentioned in Paragraph 1 above shall not apply should the competent company body assess, based on adequate elements, and on criteria of reasonableness and proportionality, that the individual concerned is not involved in the facts that caused the crisis within the undertaking. To this purpose, the length of time during which the concerned individual carried out the functions at issue within the company and the absence of sanctions related to him/her will be taken into account, as well as the absence of convictions with permanent or provisionally enforceable orders to pay damage as a consequence of liability, pursuant to the Italian Civil Code, to resolutions for replacement on the part of the competent body and other relevant orders.
4. Should the circumstances mentioned in Paragraphs 1 and 2 above occur, the individuals concerned shall notify the undertaking for which they carry out the director-level, executive or supervisory functions and possibly point their non-involvement in the matters that caused the crisis within the undertaking with suitable elements, to the purposes of the assessment as mentioned in Paragraph 3 above.
5. The competent body shall make the relevant decisions with regard to the existence of the impediments mentioned in this article, no later than thirty days from the notification of the elements on the



part of the concerned individual, thereby notifying the individual concerned and ISVAP of its motivated decisions. Such assessment shall be made again should new facts arise or orders be issued that may be relevant to this purpose, which the concerned individual shall promptly make known.

#### Art. 5 – Requirements of respectability

1. To the purposes of this decree, the requirement of respectability does not apply if the individuals concerned fall under any of the following categories:
  - a) legal disqualification or temporary debarment from direction functions over juridical persons and companies and, in any case, all the situations provided for by Art. 2382 of the Italian Civil Code;
  - b) liability to preventative measures taken by the judicial authorities pursuant to Law 27 December 1956, No. 1423 or Law 31 May 1965, No. 575, and Law 13 September 1982, No. 646 and subsequent amendments and additions, except for the effects of discharge;
  - c) a final judgment of conviction, except for the effects of discharge:
    - 1) to imprisonment for one of the crimes listed in the special regulations that discipline the insurance, credit and financial industries, as well as the securities and securities market industries, and in Legislative Decree 21 November 2007, No. 231 and subsequent amendments and additions;
    - 2) to imprisonment for one of the crimes described under Section XI, Book V of the Italian Civil Code and in Royal Decree 16 March 1942, No. 267;
    - 3) to imprisonment for a term of not less than one year for a crime against government, against public faith, against property, against public order, against the public economy or for a crime relating to tax issues;
    - 4) to imprisonment for a term of not less than two years for any offence committed with criminal intent.
2. The posts of Director, General Manager or Auditor (however named) in insurance and reinsurance companies may not be held by those who are or have been sub-

ject to any of the sentences provided for in Paragraph 1, letter c) above, on request of any of the parties, except in the event of extinction of the related offences. Should the sentences provided for in Paragraph 1, letter c), under 1) and 2) be levied on request of any of the parties, they shall not be taken into account if their length is less than one year.

3. In the event of a case regulated in whole or in part by foreign legal systems, the assessment of the existence of the conditions provided for in Paragraphs 1 and 2 is carried out based on an assessment of substantial equivalence on the part of ISVAP.

#### Art. 6 – Requirements of independence

1. The director-level, executive and supervisory functions in an insurance or reinsurance company are not compatible with the carrying out of similar functions, with the simultaneous existence of working relationships, continuous consultancy relationship or paid provisions of work or services or other relationships having a financial nature, with other insurance or reinsurance companies which are their subsidiaries or holding companies, which may jeopardise their independence.
2. For the purpose of assessing the compatibility with regard to meeting the independence requirement detailed in Paragraph 1, the different relevance of the functions and the different roles held by the individuals concerned are taken into account. In any case, the positions and the relationships with undertakings belonging to the same insurance group are not considered capable of jeopardising such independence.
3. The individuals indicated in Art. 2, Paragraph 1, shall inform the competent Company Boards of the positions and the relationships detailed in this article, declaring whether they are capable of affecting their independence as specified in this article. The aforementioned competent Company Boards shall assess the above declarations and any report or information legally and independently acquired on the matter, taking into account the criteria mentioned in Paragraph 2.

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**DECREE OF THE MINISTRY OF  
TREASURY, BUDGET POLICY AND  
ECONOMIC PLANNING  
11 November 1998, No. 469**

**Regulations for the identification of  
the requirements of respectability  
of shareholders of brokerage firms  
(SIM), asset management companies  
and open-end investment companies  
(SICAV), and setting of the relevant  
thresholds.**

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**Art. 1 – Respectability of shareholders of  
SIMs, asset management companies and  
SICAVs**

1. Shareholders of brokerage firms (hereinafter also referred to as “SIM”), or asset management companies (hereinafter also referred to as “SGR”), holding more than 5% of the capital represented by shares with voting rights may not exercise their rights to vote relating to the exceeding shares or amounts in the following cases:
  - a) they are subject to preventative measures taken by the judicial authorities pursuant to Law 27 December 1956, No. 1423 or Law 31 May 1965, No. 575 and subsequent amendments and additions, except for the effects of discharge;
  - b) they have been sentenced, with a final judgment of conviction, except for the effects of discharge:
    - 1) to imprisonment for a term of no less than six months for one of the crimes provided for by the regulations relating to banking, finance, insurance and securities-related fields and the regulations relating to securities and securities markets and payment instruments;
    - 2) to imprisonment for a term of no less than six months for one of the crimes described under Section XI, Book V of the Italian Civil Code and in Royal Decree 16 March 1942, No. 267;
    - 3) to imprisonment for a term of no less than one year for a crime against government, against public faith, against property, against

public order, against the public economy or for a crime relating to tax issues;

- 4) to imprisonment for a term of no less than two years for any offence committed with criminal intent;
  - c) they have been convicted and sentenced to one of the penalties as indicated under b) above, should the relevant sanction be levied on request of any of the parties, except in the event of extinction of the related offences. Penalties indicated in letter b), under 1) and 2) are not taken into account if their length is less than one year.
2. Paragraph 1 applies to any shareholder of an open-end investment company (hereinafter also referred to as “SICAV”) holding more than:
    - a) five percent of the capital represented by registered shares, should the company’s articles of association set limits to the issue of registered shares;
    - b) the lower threshold between 20,000 registered shares and ten percent of the capital represented by registered shares, should the company’s articles of association not set limits to the issue of registered shares.
  3. Paragraph 1 also applies to anyone who, regardless of the amount of share capital owned, holds a majority interest in the SIM, SGR or SICAV at issue, pursuant to Art. 23 of Legislative Decree 1 September 1993, No. 385. In this case, the ban on exercising voting rights relates to the whole of the share capital held.
  4. Should the shareholder be a legal person, the requirements indicated in Paragraphs 1 and 2 shall be met by the directors and the general manager or the individuals holding similar positions.
  5. With reference to the cases regulated by foreign legal system, the assessment on the fulfilment of the requirements provided for in this article, is made by Consob based on an assessment of substantial equivalence with regard to the case indicated in Art. 3, Paragraph 2, letter a) above, and by Banca d’Italia in the cases provided for in Art. 3, Paragraph 2, letters b) and c) above.

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**DECREE OF THE MINISTRY OF  
TREASURY, BUDGET POLICY AND  
ECONOMIC PLANNING  
18 March 1998, No. 144**

**Regulations for the identification of  
the requirements of respectability of  
shareholders of banks and setting of  
the relevant threshold.**

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**Art. 1 – Respectability of bank  
shareholders.**

1. Shareholders of banks, holding more than 5% of the capital represented by shares with voting rights may not exercise their right to vote relating to the exceeding shares or amounts in the following cases:
  - a) they are or have been subject to preventative measures taken by the judicial authorities pursuant to Law 27 December 1956, No. 1423 or Law 31 May 1965, No. 575 and subsequent amendments and additions, except for the effects of discharge;
  - b) they have been sentenced, with a final judgment of conviction, except for the effects of discharge:
    - 1) to imprisonment for a term of no less than six months for one of the offences provided for by the regulations relating to banking, finance, insurance and securities-related fields and the regulations relating to securities and securities markets and payment instruments;
    - 2) to imprisonment for a term of no less than six months for one of the crimes described under Section XI, Book V of the Italian Civil Code and in Royal Decree 16 March 1942, No. 267;
    - 3) to imprisonment for a term not less than one year for a crime against government, against public faith, against property, against public order, against the public economy or for a crime relating to tax issues;
    - 4) to imprisonment for a term of no less than two years for any offence committed with criminal intent.
  - c) they have been convicted and sentenced to one of the penalties as indicated under b) above, should the relevant sanction be levied on request of any of the parties, except in the

event of extinction of the related offences. Penalties indicated in letter b), under 1) and 2) are not taken into account if their length is less than one year.

2. Paragraph 1 also applies to anyone who, regardless of the amount of share capital owned, holds a majority interest in the bank at issue, pursuant to Art. 23 of Legislative Decree 1 September 1993, No. 385. In this case, the suspension of the exercise of voting rights relates to the whole of the share capital held.
3. Should the shareholder be a legal person, the requirements indicated in Paragraphs 1 shall be met by the directors and the manager or the individuals holding similar positions.
4. With regard to those cases regulated by foreign legal systems, the assessment of the existence of the conditions provided for in this article is carried out based on an assessment of substantial equivalence made by Banca d'Italia.
5. Upon release of the authorization provided for in Art. 14 of Legislative Decree 1 September 1993, No. 385, the fulfilment of the requirements indicated in Paragraph 1 shall not prevent Banca d'Italia from assessing any criminal record or criminal investigation targeting those holding a share of the bank's capital, regardless of whether this is higher or lower than five percent.
6. The Chairman of the Shareholders' Meeting, in view of his/her task of assessing that the Meeting is duly convened and of verifying the shareholders are legally entitled to participate, has the task to admit (or not to admit) to vote the persons that, based on the available information, shall demonstrate they meet the requirement of respectability.

....omissis...

\* \* \*

**DECREE OF THE MINISTRY OF JUSTICE****30 March 2000, No. 162****Regulations for the setting of the requirements of professionalism and respectability of the members of the Board of Auditors of listed companies to be issued pursuant to Art. 148 of Legislative Decree 24 February 1998, No. 58.***....omissis...***Art. 1 – Requirements of professionalism**

1. Italian companies listed in regulated markets in Italy or other countries in the European Union, choose, out of those people entered in the registry of auditors who have carried out the activity of legal auditing for no less than three years, at least one of the permanent auditors, if there are three of them, at least two of the permanent auditors, if there are more than three of them and at least one of the substitute auditors in both cases.
2. The auditors who do not meet the requirement provided for in Paragraph 1 above are chosen from those who have, as a whole, at least three years' experience in the field of:
  - a) director-level or supervisory activities or non-managing tasks in capital companies having a share capital of no less than two million Euros, or
  - b) professional activities or tenured university teaching positions in legal, economic, financial and technical-scientific course subjects, strictly pertaining to the business of the Company, or
  - c) management functions in public entities or administration bodies in the credit, finance and insurance industries or in any case, in industries strictly connected to the Company's business.
3. For the purpose of complying with the provisions of Paragraph 2, letters b) and c) above, the articles of association specify the matters and the industries which are strictly connected to the Company's business. The Articles of Association may include other additional conditions for the fulfilment of the professionalism requirements provided for in the previous paragraphs.

4. Those who have carried out director-level, management-level or supervisory functions in the categories of companies indicated below for at least eighteen months out of the two previous financial years preceding the adoption of the relevant orders and the current financial year, may not hold the post of auditor:
  - a) companies that have been subject to proceedings of bankruptcy or compulsory administrative liquidation or equivalent procedures;
  - b) companies operating in the credit, finance, securities-related and insurance markets, that have been subject to extraordinary administration proceedings.
5. Nor can the position of auditor be held by individuals who have been subject to a cancellation order from the consolidated national register of stock brokers as required by Art. 201, Paragraph 15 of Legislative Decree 24 February 1998, No. 58, and the stock brokers who are excluded from negotiations in a regulated market.
6. The prohibition mentioned in Paragraphs 4 and 5 above shall have a duration of three years as of the adoption of the relevant orders. This length of time is reduced to one year in the event the order was adopted on request of the entrepreneur, the administration bodies of the undertaking, or the stock broker at issue.

**Art. 2 – Requirements of respectability**

1. The position of auditor for the companies indicated in Art. 1, Paragraph 1 above may not be held by individuals who:
  - a) have been subject to preventative measures taken by the judicial authorities pursuant to Law 27 December 1956, No. 1423 or Law 31 May 1965, No. 575 and subsequent amendments and additions, except for the effects of discharge;
  - b) have been sentenced, with a final judgment of conviction, except for the effects of discharge:
    - 1) to imprisonment for one of the crimes provided for in the regulations relating to banking, finance, and insurance fields and the regulations relating to markets, financial instruments, payment instruments and tax issues;
    - 2) to imprisonment for one of the

- crimes described under Section XI, Book V of the Italian Civil Code and in Royal Decree 16 March 1942, No. 267;
- 3) to imprisonment for a term of no less than six months for a crime against government, public faith, property, public order and the public economy;
  - 4) to imprisonment for a term of no less than one year for any offence committed with criminal intent.
2. The position of auditor for any of the companies indicated in Art. 1, Paragraph 1 may not be held by individuals who are or have been subject to any of the sentences provided for in Paragraph 1, letter b) above, on request of any of the parties, except in the event of extinction of the related offences.

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\* \* \*

**DECREE OF THE MINISTRY OF  
TREASURY, BUDGET POLICY AND  
ECONOMIC PLANNING  
30 December 1998, No. 517**

**Regulations for the setting of the  
requirements of respectability of  
shareholders of Financial brokers,  
pursuant to Art. 108 of Legislative  
Decree 1 September 1993, No. 385.**

....omissis...

**1 – Respectability of shareholders of  
Financial Brokers.**

1. Shareholders of financial brokers, who hold more than 5% of the capital represented by shares with voting rights may not exercise their right to vote relating to the exceeding shares or amounts in the following cases:
  - a) they are subject to preventative measures taken by the judicial authorities pursuant to Law 27 December 1956, No. 1423 or Law 31 May 1965, No. 575 and subsequent amendments and additions, except for the effects of discharge;
  - b) they have been sentenced, with a final judgment of conviction, except for the effects of discharge:
    - 1) to imprisonment for a term of no less than six months for one of the offences provided for by the regulations relating to banking, finance, insurance and securities-related fields and the regulations relating to securities and securities markets and payment instruments;
    - 2) to imprisonment for a term of no less than six months for one of the crimes described under Section XI, Book V of the Italian Civil Code and in Royal Decree 16 March 1942, No. 267;
    - 3) to imprisonment for a term of no less than one year for a crime against government, public faith, property, public order, the public economy or for a crime relating to tax issues;
    - 4) to imprisonment for a term of no less than two years for any offence committed with criminal intent.
  - c) they have been convicted and sentenced to one of the penalties as indicated under b) above, should the relevant sanction be levied on request

of any of the parties, except in the event of extinction of the related offences. Penalties indicated in letter b), under 1) and 2) are not taken into account if their length is less than one year.

2. The provision indicated in Paragraph 1 above also applies to those who, regardless of the amount of the share capital they hold, hold a majority share in the financial broker, pursuant to Art. 23 of the Consolidated Finance Act. In this case, the suspension of voting rights affects the whole amount of share capital held.
3. Should the shareholder be a legal person, the requirements indicated in Paragraph 1 shall be met by the directors and the manager or the individuals holding similar positions.
4. In the event of a case regulated by foreign legal systems, the assessment of the existence of the requirements provided for in this article is carried out based on an assessment of substantial equivalence.
5. The Chairman of the Shareholders' Meeting, in view of his/her task of assessing that the Meeting is duly convened and of verifying the shareholders are legally entitled to participate, has the task to admit (or not to admit) to vote the persons that, based on the available information, should demonstrate they meet the requirement of respectability.

....omissis...

## Annex C

### Assicurazioni Generali.

#### FIT & PROPER POLICY

....omissis...

#### 4.1 THE MEMBERS OF THE BOARD OF DIRECTORS

##### 4.1.1 Fitness requirements

The Board of Directors of Assicurazioni Generali, shall collectively possess appropriate experience and knowledge about:

- the market in which the undertaking operates,
- business strategy and business model,
- system of governance,
- actuarial and financial analysis,
- regulatory framework and requirements.

Market knowledge means an awareness and understanding of the wider relevant business economic and market environment in which the undertaking operates and an awareness of the level of knowledge of and needs of customers. Business strategy and business model knowledge refers to a detailed understanding of the undertaking's business strategy and model. System of Governance knowledge means the awareness and understanding of the risks that the undertaking is facing and the capability to manage them. Furthermore, it includes the ability to assess the effectiveness of the undertaking's arrangements to deliver effective governance, oversight and controls in the business and, if necessary, oversee changes in these areas.

Actuarial and Financial analysis knowledge means the ability to interpret the undertaking's actuarial and financial information, identify and assess key issues, and take any necessary measures (including appropriate controls) based on this information.

Regulatory framework and requirements knowledge means awareness and understanding of the regulatory framework in which the undertaking operates, in terms of both the regulatory requirements and expectations, and the capacity to adapt to changes in the regulatory framework without delay.

In particular, each member of the Board of Directors shall meet the requirements set forth in article 76 of Legislative Decree No. 209 of 7 September 2005 (the "Italian Insurance Code")

and in article 3 of the Decree of the Italian Ministry of the Economic Development No. 220 of 11 November 2011.

Moreover, each member of the Board of Directors shall comply with the provisions set forth in article 36 of Law Decree No. 201 of December 6, 2011.

##### 4.1.2 Fitness evaluation

The Board of Directors of Assicurazioni Generali is expected to take collective decisions based on the contribution of each single member. The members of the Board of Directors are not expected to possess, each of them individually, expert knowledge, competence and experience within all areas in which the Company operates. However, the collective knowledge, competence and experience of the Board of Directors as a whole have to provide for a sound and prudent management of the Company.

Therefore, the fitness of the members of the Board of Directors shall be evaluated from both an individual and a collective perspective. When assessing the knowledge, competence and experience required for the performance of a particular role with the Board of Directors, the qualifications and experience of the employees within the undertaking can also be taken into account as a relevant factor.

The evaluation shall demonstrate that the collective knowledge of the body is maintained at an adequate level at all times.

The evaluation of the possession of the fitness requirements shall be executed by the Board of Directors itself:

- in one of the first meetings after their appointment,
- at least once a year,
- whenever a change in the composition of the Board of Directors occurs due to any reason whatsoever (including, without limitation, in the event of replacement of one of the members of the Board due to resignation, revocation, death, etc.).

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## Annex D

### **LAW 22 December 2011, No. 214 converting the so-called "Salva Italia" Decree**

#### **Protection of competition and personal cross shareholdings in the credit and financial markets**

....omissis...

#### **Art. 36**

1. It is forbidden for those holding top-level positions in the administrative, governing and supervisory bodies as well as the top-level officers of companies or groups of companies operating in the credit, insurance and finance markets, to accept or hold similar offices in competitor companies or groups of companies.
2. To the purposes of the prohibition indicated in Paragraph 1 above, competitor companies or groups of companies are those among which there are no controlling relationships as mentioned in Art. 7 of Law 10 October 1990, No. 287, that operate in the same product or geographical markets.

*2-bis.* Should the situation mentioned in Paragraph 1 above arise, those holding incompatible positions may make a choice within 90 days of their appointment. Failure to do that shall result in forfeiture of all positions and such forfeiture shall be declared by the competent bodies of the concerned undertakings within thirty days following the expiry of the term or of the breach of the prohibition becoming known. In the event of inaction, forfeiture is declared by the competent Supervisory Authority of the industry at issue.

*2-ter.* In the event of a first-time application of the above, the deadline by which the option mentioned in Paragraph 2-bis above can be exercised is 120 days after the date the law converting this decree comes into force.

....omissis...



## Annex E

### LEGISLATIVE DECREE 24 February 1998, No. 58 (Consolidated Finance Act).

#### Requirements of independence

....omissis...

#### Art. 147-ter

1. ...omissis...
2. ...omissis...
3. ...omissis...
4. In addition to what is provided for in Paragraph 3, at least one of the members of the board of directors, or two if the board of directors is composed of more than seven members, should meet the independence requirements established for members of the board of auditors in Article 148, Paragraph 3, and, if provided for in the articles of association, the additional requirements established in codes of conduct drawn up by regulated stock exchange companies or by trade associations. This paragraph shall not apply to the board of directors of companies organised under the one-tier system, which shall continue to be subject to the second paragraph of Article 2409-septiesdecies of the Italian Civil Code. The independent director who, following his or her nomination, loses the requisites of independence should immediately inform the board of directors about this and, in any case, shall fall from his/her office.

....omissis...

#### Art. 148 – Paragraph 3

1. ...omissis...
2. ...omissis...
3. The following persons may not be elected as auditors and, if elected, shall be disqualified from office:
  - a) those who are in the conditions referred to in Article 2382 of the Italian Civil Code;
  - b) spouses, relatives and the like up to the fourth degree of kinship of the directors of the company, and directors, spouses, relatives and the like up to the fourth degree of kinship of the directors of the companies it controls, the companies it is controlled by and those subject to common control;
  - c) those who are linked to the company, the companies it controls, the companies it is controlled by and those subject to common control or to directors of the company or persons referred to in paragraph b) above by self-employment or employee relationships or by other relationships of an economic or professional nature that might compromise their independence.

....omissis...

## CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES

### Requirements of Independence

#### Art. 3 – Independent Directors

##### Principles

**3.P.1.** An adequate number of non-executive directors shall be independent, in the sense that they do not maintain, directly or indirectly or on behalf of third parties, nor have recently maintained any business relationships with the issuer or persons linked to the issuer, of such a significance as to influence their autonomous judgement.

**3.P.2.** The directors' independence shall be assessed by the Board of Directors after the appointment and, subsequently, on a yearly basis. The results of the assessments of the Board shall be communicated to the market.

##### Criteria

**3.C.1.** The Board of Directors shall evaluate the independence of its non-executive members having regard more to the substance than to the form and keeping in mind that a director usually does not appear independent in the following events, to be considered merely as an example and not limited to:

- a) if he/she controls, directly or indirectly, the issuer, also through subsidiaries, trustees or third parties, or is able to exercise a dominant influence over the issuer, or participates in a shareholders' agreement through which one or more persons can exercise a control or dominant influence over the issuer;
- b) if he/she is, or has been in the preceding three fiscal years, a significant representative of the issuer, of a subsidiary having strategic relevance or of a company under common control with the issuer, or of a company or entity controlling the issuer or able to exercise over the same a considerable influence, including when jointly with others through a shareholders' agreement;
- c) if he/she has, or had in the preceding fiscal year, directly or indirectly (e.g.

through subsidiaries or companies of which he/she is a significant representative, or in his/her capacity as partner of a professional firm or of a consulting company) a significant commercial, financial or professional relationship;

- with the issuer, one of its subsidiaries, or any of its significant representatives;
- with a person who, individually or jointly with others through a shareholders' agreement, controls the issuer, or – should this be a company or an entity – with its significant representatives;

or is, or has been, an employee of the above-mentioned subjects in the previous three fiscal years;

- d) if he/she receives, or has received in the preceding three fiscal years, from the issuer or a subsidiary or holding company of the issuer, a significant additional remuneration (compared to the "fixed" remuneration as a non-executive director of the issuer and to the remuneration for membership in the committees that are recommended by this Code) also in the form of participation in incentive plans linked to the company's performance, including stock option plans;
- e) if he/she was a director of the issuer for more than nine years in the previous twelve years;
- f) if he/she is vested with the executive director office in another company in which an executive director of the issuer holds the office of director;
- g) if he/she is shareholder or quota holder or director of a legal entity belonging to the same network as the company appointed for the auditing of the issuer;
- h) if he/she is a close relative of an individual who is in any of the positions listed in the above paragraphs.

**3.C.2.** For the purpose of the above, the chairman of the entity, the chairman of the Board of Directors, the executive directors and key management personnel of the relevant company or entity, shall be considered as "significant representatives".

**3.C.3.** The number and competences of inde-

pendent directors shall be adequate in relation to the size of the Board and the activity performed by the issuer; moreover, they shall be such as to enable the constitution of committees within the Board, according to the indications set out in the Code.

As for issuers belonging to the FTSE-Mib index, at least one third of the Board of Directors members shall be made up of independent directors. If such a number is not an integer, it shall be rounded down.

In any event, there shall not be less than two independent directors.

**3.C.4.** After the appointment of a director who qualifies himself/herself as independent, and subsequently, upon the occurrence of circumstances affecting the independence requirement and, in any case, at least once a year, the Board of Directors shall evaluate, on the basis of the information provided by the same director or available to the issuer, those relations which could be or appear to be such as to jeopardize the autonomy of judgement of such director.

The Board of Directors shall notify the result of its evaluations, after the appointment, through a press release to the market and, subsequently, within the Corporate Governance Report.

In the documents mentioned above, the Board of Directors shall:

- disclose whether they adopted criteria for assessing the independence which are different from the ones recommended by the Code, also with reference to individual directors, and if so, specifying the reasons;
- describe quantitative and/or qualitative criteria used, if any, in assessing the relevance of relationships under evaluation.

**3.C.5.** The board of statutory auditors shall ascertain, in the framework of the duties attributed to it by the law, the correct application of the assessment criteria and procedures adopted by the Board of Directors for evaluating the independence of its members. The result of such controls is notified to the market in the Corporate Governance Report or in the report of the Board of statutory auditors to the shareholders' meeting.

**3.C.6.** The independent directors shall meet at least once a year without the presence of the other directors.

....omissis...

### LEGISLATIVE DECREE 24 February 1998, No. 58 (Consolidated Finance Act)

#### Certification as to the existence or absence of connections between lists of candidates for the appointments to the Board of Director.

##### Art. 147 *ter*, Paragraph 3

1. *...omissis*
2. *...omissis*
3. Except as provided for in Article 2409-septiesdecies of the Italian Civil Code, at least one Board member shall be elected from the minority slate that obtained the largest number of votes and is not linked in any way, directly or indirectly, to the shareholders who presented or voted the list which resulted first by the number of votes. In companies organised under the one-tier system, the member elected from the minority slate must satisfy the respectability, experience and independence requirements established pursuant to Article 148, Paragraphs 3 and 4. Failure to satisfy the requirements shall result in disqualification from the position.

*...omissis...*

\* \* \*

### CONSOB REGULATION 14 May 1999, No. 11971 (Discipline of issuers)

*...omissis...*

##### Art. 144 *quinquies*

1. The material relationships of affiliation pursuant to Article 148, Paragraph 2, of the Consolidated Finance Act between one or more reference shareholders and one or more minority shareholders shall be deemed to exist in at least the following cases:
  - a) family relationships;
  - b) membership of the same group;
  - c) control relationships between a company and those who jointly control it;
  - d) relationships of affiliation pursuant to Article 2359, Paragraph 3 of the Ital-

ian Civil Code, including with persons belonging to the same group;

- e) the performance, by a shareholder, of management or executive functions, with the assumption of strategic responsibilities, within a group that another shareholder belongs to;
  - f) participation in the same shareholders' agreement provided for in Article 122 of the Consolidated Finance Act involving shares of the issuer, of its parent company or one of its subsidiaries.
2. When a person affiliated to the reference shareholder has voted for a minority shareholder list, the existence of such relationship of affiliation shall only be deemed to be material when the vote is decisive for the election of the auditor.

*...omissis...*

\* \* \*

### CONSOB COMMUNICATION DEM/9017893 of 26 February 2009

#### Appointment of the members of governing and supervisory bodies - Recommendations

*...omissis...*

2. In the event of the election of the governing body it is recommended that shareholders submitting a minority list should file a statement, together with the list, that confirms the absence of connections, whether direct or indirect, pursuant to Art. 147-ter, Paragraph 3, of the Consolidated Finance Act and Art. 144-quinquies of the Discipline of Issuers, with those shareholders holding, individually or jointly with others, a controlling or relative majority stake, as identified based on the communications of the significant shareholdings as per Art. 120 of the Consolidated Finance Act or the publication of shareholders' agreements pursuant to Art. 122 of the same Decree.

The aforementioned statement shall also specify the significant connections, if any, with those

shareholders holding, individually or jointly with others, a controlling or relative majority stake, as well as the reasons why such relationships were not deemed fundamental for the presence of the aforementioned connections or shall confirm the absence of the aforementioned connections

Particularly it is recommended that among the aforementioned significant connections, if any, the following are mentioned:

- family relationships;
- participation in the recent past to a shareholders' agreement (also on the part of companies of the respective groups) provided for in Article 122 of the Consolidated Finance Act, relating to shares of the issuer or of companies belonging to the group of the issuer;
- participation (also on the part of companies of the respective groups) to the same shareholders' agreement relating to shares of third party companies;
- the existence of shareholdings, whether direct or indirect, and the existence of cross-holdings, if any, whether direct or indirect, including those between the companies of the respective groups;
- assuming offices in the governing or supervisory bodies of the companies of the

reference or relative majority shareholder's (or shareholders') group or having done that in the recent past, as well as working as an employee for any of these companies, or having done that in the recent past;

- belonging, directly or through representatives, to the list submitted by the shareholders holding, whether individually or together, a controlling or relative majority stake with regard to the previous election of the governing or supervisory bodies
- participating in the previous election of the governing or supervisory bodies to submitting a list with the shareholders holding, whether individually or together, a controlling or relative majority stake or voting a list submitted by the same.
- having commercial, financial (other than the typical lender's activities) or professional relations, or having had those in the past.
- the presence of candidates, in the so-called minority list, that are executive directors or manager with strategic responsibilities (or have been in the recent past) of the controlling or relative majority shareholder or shareholders or of companies belonging to the respective groups.

....omissis...

Annex H.1

Messrs  
Assicurazioni Generali S.p.A.  
Piazza Duca degli Abruzzi, 2  
34132 TRIESTE

To the Kind Attention of the Secretary of the Board of Directors  
in charge of the Corporate Affairs function

[place], [date] 2016

**RE: Ordinary Shareholders' Meeting of 26-28 April 2016: submission of candidates' lists for the appointment to the Board of Directors of Assicurazioni Generali S.p.A.**

The undersigned [*name of company undersigning the declaration*], shareholder of Assicurazioni Generali holding No. [*enter number of shares held*] ordinary shares, equal to [*enter percentage of share capital held*] % of the company's share capital, with reference to your shareholders' meeting called, amongst other things, to decide upon the appointment of the Board of Directors for the three-year period 2016-2018, suggests that the Meeting should set the number of members to be appointed to the Board of Directors at [*enter the suggested number of members for the Board of Directors to be appointed*] and submits the following list of candidates listed under a progressive number, pursuant to Art. 28 of the Articles of Association:

<b>N.</b>	<b>First Name</b>	<b>Surname</b>
		(etc.....)

The list is accompanied by the documents as indicated below:

1. a copy of the communication issued by an intermediary, confirming the ownership of the number of shares represented to the purposes of submitting the list;
2. the curriculum vitae of each candidate, containing detailed information about the candidate's personal and professional characteristics, the skills acquired by him/her and the list of director-level, executive and supervisory positions currently held;
3. the declarations of each candidate accepting the nomination and the appointment, if elected; the confirmation, under the candidate's responsibility, that no causes of ineligibility and incompatibility exist, and that the candidate meets the requirements of professionalism and respectability provided for by laws and regulations and internal rules in force to the purpose of holding the position of Board Members of Your Company;
4. the declarations of each candidate regarding the requirements of independence, pursuant to Ministerial Decree of 11 November 2011, No. 220, Art. 148, Paragraph 3 of Legislative Decree 24 February 1998, No. 58 and the Corporate Governance Code.

Yours faithfully

.

Annexes: (as above mentioned)

*[full name and signature of the person submitting the list]*

Annex H.2

**Communications by the authorized intermediaries participating in the central securities system (Monte Titoli)**

**Declaration of accepting the nomination, the appointment if elected; declaration on the non-existence of causes for ineligibility and incompatibility and on meeting the requirements of professionalism and respectability**

I, the undersigned \_\_\_\_\_ born in \_\_\_\_\_ on \_\_\_\_\_ resident in \_\_\_\_\_, having tax code \_\_\_\_\_, with regard to my nomination to the position of Member of the Board of Directors (hereinafter also referred to as the “**Board**”), of Assicurazioni Generali S.p.A., with registered office in Trieste, Piazza Duca degli Abruzzi No. 2, share capital of Euros 1,556,873,283.00 fully paid up, tax code, VAT code and registration number in the Trieste’s Registrar of Companies 00079760328 (hereinafter also referred to as “**Generali**”), registered in the Register of Insurance Companies under No. 1.00003, parent company of the Generali group, registered in the Register of Insurance Groups under No. 026, in view of the ordinary and extra-ordinary Shareholder’s Meeting called for 26-27-28 April 2016, under my responsibility and duly warned about the criminal liability for perjury or the production or use of false documents (pursuant to Art. 76 of Presidential Decree 28 December 2000, No. 445, hereinafter referred to as the *Consolidated Act of the legislative and regulatory provisions regarding administrative documents*)

**declare**

- 1) that I irrevocably accept the nomination to the position of Generali’s Board Member and, if elected, the appointment to the aforementioned position;
- 2) that I do not fall under any situation of ineligibility, forfeiture and incompatibility regarding the position of Director of Generali as provided for by laws and regulations in force and the internal rules and the Articles of Association and that I do not currently hold any position that is incompatible with the position of Generali’s Director in the light of the provisions of Art. 36 of Law 22 December 2011, No. 214;
- 3) that I meet the requirements of professionalism provided for in Art. 3 of the Decree of the Ministry of Economic Development of 11 November 2011, No. 220, particularly that I have an overall experience of at least three years, having carried out:<sup>1</sup>
  - director-level, executive or supervisory activities with companies or entities in the insurance, credit or finance industries;
  - director-level, executive or supervisory activities in public entities or public administrations connected to the insurance, credit or finance industries or with other industries if the functions carried out implied management and supervision of financial and economic resources;
  - director-level, executive or supervisory activities in public or private undertakings the sizes of which are commensurate to the size of the insurance or reinsurance companies with which the office at issue is going to be held;
  - professional activities in matters connected with the insurance, credit or finance industries, or tenured university teaching positions in law, finance and statistics course subjects relating to the insurance industry.
- 4) Pursuant to Art. 5, Paragraph 2, Letter 1) of ISVAP Regulations 26 March 2008, No. 20, as amended and extended by ISVAP Rule of 8 November 2012, No. 3020, and ISVAP Rule 15 April 2014, No. 17, employed by Board Resolution of 5 December 2014 approving Generali’s Fit & Proper Policy di Generali, that I have acquired adequate knowledge and experience with regard to:<sup>2</sup>
  - markets in which the Generali group operates;
  - adopted business strategy and business model;

<sup>1</sup> Cross where appropriate.

<sup>2</sup> Cross where appropriate.



- system of governance;
  - actuarial and financial analysis,
  - regulation framework and regulatory requirements;
  - finance matters and remuneration policies;
  - accounting requirements and financial matters;
- 5) that I meet the requirements of respectability provided for in Art. 5 of the Decree of the Ministry of Economic Development of 11 November 2011, No. 220, particularly:
- a) that I am not in a situation of legal disqualification or temporary debarment from direction functions over legal persons and companies and, in any case, all the situations provided for by Art. 2382 of the Italian Civil Code;
  - b) that I am not in a situation of liability to preventative measures taken by the judicial authorities pursuant to Law 27 December 1956, No. 1423, to Law 31 May 1965, No. 575, and to Law 13 September 1982, No. 646 and subsequent amendments and additions, except for the effects of discharge;
  - c) that I am not subject to a final conviction, except for the effects of discharge, for any of the offences provided for in Art. 5 Paragraph 1, Letter c) of the Decree of the Ministry of Economic Development 11 November 2011, No. 220;
  - d) that I have not been convicted and sentenced to any of the penalties provided for in Art. 5, Paragraph 1, Letter c) of the Decree of the Ministry of Economic Development 11 November 2011, No. 220, including the cases where the penalty is levied on request of the parties, except in the event of extinction of the related offences;
- 6) that I do not fall under the impediment situations regulated by Art. 4 of the Decree of the Ministry of Economic Development of 11 November 2011, No. 220;
- 7) that the Bureau of Criminal Records of the Public Prosecutor's Office of the competent Court and/or of the equivalent foreign criminal justice bodies have no charges or proceedings against me with reference to the situations indicated in Paragraph 5, Letter c) above;
- 8) and that, to the best of my knowledge, the competent judicial bodies have no pending proceedings against me with reference to the aforementioned situations;

With regard to the share capital of insurance companies, banks, finance companies, asset management companies and brokerage firms held by Generali,

#### declare

- a) that I am not in a situation of liability to preventative measures taken by the judicial authorities pursuant to Law 27 December 1956, No. 1423, to Law 31 May 1965, No. 575 and to Law 13 September 1982, No. 646;
- b) that I have not been sentenced, with a final conviction, except for the effects of discharge:
  - to imprisonment for a term of no less than six months for one of the offences provided for by the regulations relating to banking, insurance and securities and the regulations relating to securities and securities markets and payment instruments;
  - to imprisonment for a term of no less than six months for one of the crimes described under Section XI, Book V of the Italian Civil Code and in Royal Decree 16 March 1942, No. 267;
  - to imprisonment for a term of no less than one year for a crime against government, against public faith, against property, against public order, against the public economy or for a crime relating to tax issues;
  - to imprisonment for a term of no less than two years for any offence committed with criminal intent;
- c) that I have not been sentenced for any of the offences provided for in Art. 5 of the Decree of the Ministry of Economic Development 11 November 2011, No. 220, in Art. 1, Paragraph 1, letters b) and c) of the Decree of the Ministry of Treasury, Budget Policy and Economic Planning 11 November 1998, No. 469, in Art. 1, Paragraph 1, Letters b) and c) of the Decree of the Ministry of Treasury, Budget Policy and Economic Planning 18 March 1998, No. 144 and in Art. 1, Paragraph 1, Letters b) and c) of the Decree of the Ministry of Treasury, Budget Policy and Economic Planning 30 December 1998, No. 517;
- d) that I have not been sentenced to any of the aforementioned penalties, including the cases

- where penalties are levied on request of any of the parties;
- e) that I do not fall under any other situation of incompatibility as provided for in the laws, regulations and rules currently in force;
  - f) that I have not received, whether in my Country of residence or any other country, any court order equivalent to those that would cause the loss of the requirements of respectability provided for in the Decree of the Ministry of Economic Development 11 November 2011, No. 220, the Decree of the Ministry of Treasury, Budget Policy and Economic Planning 18 March 1998, No. 144, the Decree of the Ministry of Treasury, Budget Policy and Economic Planning 11 November 1998, No. 469 and the Decree of the Ministry of Treasury, Budget Policy and Economic Planning 30 December 1998, No. 517;
  - g) that the Bureau of Criminal Records of the Public Prosecutor's Office of the competent Court and/or of the equivalent foreign criminal justice bodies have no charges or proceedings against me with reference to the situations indicated in Letters b) and c) above;
  - h) and that, to the best of my knowledge, the competent judicial bodies have no pending proceedings against me with reference to the situations indicated under b) and c) above;

I, the undersigned, undertake to promptly notify Generali from now on of any further modification to the above declarations to the purposes of the procedure of appointment of the Board and authorize the publication of the aforementioned information and of the information included in my CV and in the attached list of the director-level, executive and supervisory positions held in other companies. This declaration is made pursuant to Articles 46 and 47 of the *Consolidated Act of the legislative and regulatory provisions regarding administrative documents*.

By signing at the foot of the page I authorize Generali to process my personal data for the purposes relating to the appointment procedure for the Board and my appointment to the same, if I am elected, and to communicate to the persons indicated in the report that I have received the list for which I am a candidate from the proponent and have authorized the latter to process my personal information, pursuant to Art. 13 of Legislative Decree 196/2003.

Place and Date \_\_\_\_\_

Signature \_\_\_\_\_

Annexes:

- 1) Curriculum Vitae
- 2) list of director-level, executive and supervisor positions held in other companies
- 3) declaration on meeting the independence requirement

Annex H.4

**Curriculum vitae (of each candidate)**

Place and Date \_\_\_\_\_

Signature \_\_\_\_\_

**Annex H.5****List of director-level, executive and supervisor positions held in other companies****Director-level positions**

Company	Group	Business industry	Located in	Remarks

**Auditor positions**

Company	Group	Business industry	Located in	Remarks

**Executive positions**

Company	Group	Business industry	Located in	Remarks

Place and Date \_\_\_\_\_

Signature \_\_\_\_\_

## Annex H.6

### Declaration on meeting the independence requirements

I, the undersigned \_\_\_\_\_, with regard to the appointment to Member of the Board of Directors (hereinafter also referred to as the “**Board**”) of Assicurazioni Generali S.p.A. (hereinafter also referred to as “**Generali**”),

- having acknowledged the provisions of Articles 147-ter, Paragraphs 4, and 148, Paragraph 3, of the Consolidated Finance Act, according to which the following cannot qualify as *independent*:
  - a) those who are in the conditions referred to in Article 2382 of the Italian Civil Code;
  - b) spouses, relatives and the like up to the fourth degree of kinship of the directors of the company, and directors, spouses, relatives and the like up to the fourth degree of kinship of the directors of the companies it controls, the companies it is controlled by and those subject to common control;
  - c) those who are linked to the company, the companies it controls, the companies it is controlled by and those subject to common control or to directors of the company or persons referred to in paragraph b) above by self-employment or employee relationships or by other relationships of an economic or professional nature that might compromise their independence.; and
- having assessed my position,

**declare**<sup>3</sup>

- that I meet** the requirements of *independence* as defined and provided for by the aforementioned provisions of the Consolidated Finance Act.
- that I do not meet** the requirements of *independence* as defined and provided for by the aforementioned provisions of the Consolidated Finance Act.

Moreover:

**whereas**

- the Corporate Governance Code of the listed companies (hereinafter also referred to as the “**Code**”), recommends that the Board of Directors of the listed issuers should also be composed of an adequate number of *independent* non-executive members;
- the independence of the directors should also be assessed at regular intervals by the board of directors, which should make a substantial assessment;
- the Code shall identify the situations that are, as a rule, incompatible with the fulfilment of the aforementioned requisite;
- as a rule, the requirement of independence is not fulfilled by those Directors who:
  - a) directly or indirectly, control the issuer also through subsidiaries, trustees or third parties, or are able to exercise a dominant influence over the issuer, or participate in a shareholders' agreement through which one or more persons can exercise a control or dominant influence over the issuer;
  - b) are or have been, in the preceding three fiscal years, significant representatives of the issuer, of a subsidiary having strategic relevance or of a company under common control with the issuer, or of a company or entity controlling the issuer or able to exercise over the same a considerable influence, including when jointly with others through a shareholders' agreement;
  - c) have or have had, in the preceding fiscal year, directly or indirectly (e.g. through sub-

<sup>3</sup> Cross where appropriate.

subsidiaries or companies of which they are significant representatives, or in their capacity as partners of a professional firm or of a consulting company) a significant commercial, financial or professional relationship:

- with the issuer, one of its subsidiaries, or any of its significant representatives;
  - with a person who, individually or jointly with others through a shareholders' agreement, controls the issuer, or – should this be a company or an entity – with its significant representatives;
- or are or have been, employees of the above-mentioned persons in the previous three fiscal years;
- d) receive or have received in the preceding three fiscal years, from the issuer or a subsidiary or holding company of the issuer, a significant additional remuneration as compared to the “fixed” remuneration as non-executive directors of the issuer also in the form of participation in incentive plans linked to the company’s performance, including stock option plans;
  - e) have been directors of the issuer for more than nine years in the previous twelve years;
  - f) hold the executive director office in another company in which an executive director of the issuer holds the office of director;
  - g) are shareholders or quota holders or directors of a legal entity belonging to the same network as the company appointed for the auditing of the issuer;
  - h) are close relatives of an individual who is in any of the positions listed in the above paragraphs;

after carefully examining the aforementioned cases and having made an overall substantial assessment of my position, under this particular profile towards the Company and having found that situations of incompatibility relating to myself may arise/may not arise, under my responsibility,

**declare<sup>4</sup>**

- that I meet** the independence requirement pursuant to Art. 3 of the Code
- that I do not meet** the independence requirement pursuant to Art. 3 of the Code.

Finally, I declare that I meet the independence requirements provided for in Art. 6 of the Decree of the Ministry of Economic Development 11 November 2011, No. 220.

I, the undersigned, undertake to promptly notify Generali from now on of any further modification to the above declarations to the purposes of the procedure of appointment of the Board, to provide a new communication replacing this one, should the current situation be subject to modifications and authorize the publication of the aforementioned data.

Place and Date \_\_\_\_\_

Signature \_\_\_\_\_

<sup>4</sup> Cross where appropriate.

**Annex I.1**

Messrs  
Assicurazioni Generali S.p.A.  
Piazza Duca degli Abruzzi, 2  
34132 TRIESTE

To the Kind Attention of the Secretary of the Board of Directors  
in charge of the Corporate Affairs function

[place], [date] 2016

**RE: Ordinary Shareholders' Meeting of 26-28 April 2016: submission of candidates' lists for the appointment to the Board of Directors of Assicurazioni Generali S.p.A.**

The undersigned [*name of company undersigning the declaration*], shareholder of Assicurazioni Generali with No. [*enter number of shares held*] ordinary shares, equal to [*enter percentage of share capital held*] % of the company's share capital, with reference to your shareholders' meeting called, amongst other things, to decide upon the appointment of the Board of Directors for the three-year period 2016-2018, suggests that the Meeting should set the number of members to be appointed to the Board of Directors at [*enter the suggested number of members for the Board of Directors to be appointed*] and submits the following list of candidates listed under a progressive number, pursuant to Art. 28 of the Articles of Association:

<b>N.</b>	<b>First Name</b>	<b>Surname</b>
		(etc.....)

The list is accompanied by the documents as indicated below:

1. a copy of the communication issued by an intermediary, confirming the ownership of the number of shares represented to the purposes of submitting the list;
2. the curriculum vitae of each candidate, containing detailed information about the candidate's personal and professional characteristics and the skills acquired by him/her and the list of director-level, executive and supervisory positions currently held;
3. the statements of each candidate accepting the nomination and the appointment, if elected; the confirmation, under the candidate's responsibility, that no causes of ineligibility and incompatibility exist, and that the candidate meets the requirements of professionalism and respectability provided for by laws and regulations and internal rules in force to the purpose of holding the position of Board Members of Your Company.
4. the statement of each candidate regarding the requirements of independence, pursuant to Ministerial Decree of 11 November 2011, No. 220, Art. 148, Paragraph 3 of Legislative Decree 24 February 1998, No. 58, and the Corporate Governance Code.
5. statements relating to the connections with "relative majority" shareholders.

Yours faithfully.

Annexes: (as above mentioned)

*[full name and signature of the person submitting the list]*

Annex I.2

**Communications by the authorized intermediaries participating in the central securities system (Monte Titoli)**

Place and Date \_\_\_\_\_

Signature \_\_\_\_\_



### Annex I.3

#### Declaration of accepting the nomination, the appointment if elected, declaration on the non-existence of causes for ineligibility and incompatibility and on meeting the requirements of professionalism and respectability

I, the undersigned \_\_\_\_\_ born in \_\_\_\_\_ on \_\_\_\_\_ resident in \_\_\_\_\_, having tax code \_\_\_\_\_, with regard to my nomination to the position of Member of the Board of Directors (hereinafter also referred to as the “**Board**”), of Assicurazioni Generali S.p.A., with registered office in Trieste, Piazza Duca degli Abruzzi n. 2, share capital of Euros 1,556,873,283.00 fully paid up, tax code, VAT code and registration number in the Trieste’s Registrar of Companies 00079760328 (hereinafter also referred to as “**Generali**”), registered in the Register of Insurance Companies under No. 1.00003, parent company of the Generali group, registered in the Register of Insurance Groups under No. 026, in view of the ordinary and extra-ordinary Shareholder’s Meeting called for 26-27-28 April 2016, under my responsibility and duly warned about the criminal liability for perjury or the production or use of false documents (pursuant to Art. 76 of Presidential Decree 28 December 2000, No. 445, hereinafter referred to as the *Consolidated Act of the legislative and regulatory dispositions regarding administrative documents*).

#### declare

- 1) that I irrevocably accept the nomination to the position of Generali’s Board Member and, if elected, the appointment to the aforementioned position;
- 2) that I do not fall under any situation of ineligibility, forfeiture and incompatibility regarding the position of Director of Generali as provided for by laws and regulations in force and the internal rules and the Articles of Association and that I do not currently hold any position that is incompatible with the position of Generali’s Director in the light of the provisions of Art. 36 of Law 22 December 2011, No. 214;
- 3) that I meet the requirements of professionalism provided for in Art. 3 of the Decree of the Ministry of Economic Development of 11 November 2011, No. 220, particularly that I have an overall experience of at least three years, having carried out the activity of:<sup>5</sup>
  - director-level, executive or supervisory activities with companies or entities in the insurance, credit or finance industries;
  - director-level, executive or supervisory activities in public entities or public administrations connected to the insurance, credit or finance industries or with other industries if the functions carried out implied management and supervision of financial and economic resources;
  - director-level, executive or supervisory activities in public or private undertakings the sizes of which are commensurate to the size of the insurance or reinsurance companies with which the office at issue is going to be held;
  - professional activities in matters connected with the insurance, credit or finance industries, or tenured university teaching positions in law, finance and statistics course subjects relating to the insurance industry;
- 4) pursuant to Art. 5, Paragraph 2, Letter I) of ISVAP Regulations 26 March 2008, No. 20, as amended and extended by ISVAP Rule of 8 November 2012, No. 3020 and ISVAP Rule 15 April 2014, No. 17, employed by Board Resolution of 5 December 2014 approving Generali’s Fit & Proper Policy, that I have acquired adequate knowledge and experience with regard to:<sup>6</sup>
  - markets in which the Generali group operates;
  - adopted business strategy and business model;

<sup>5</sup> Cross where appropriate.

<sup>6</sup> Cross where appropriate.

- system of governance;
  - actuarial and financial analysis;
  - regulation framework and regulatory requirements;
  - finance matters and remuneration policies;
  - accounting requirements and financial matters;
- 5) that I meet the requirements of respectability provided for in Art. 5 of the Decree of the Ministry of Economic Development of 11 November 2011, No. 220, particularly:
- a) that I am not in a situation of legal disqualification or temporary debarment from direction functions over legal persons and companies and, in any case, in any of the situations provided for by Art. 2382 of the Italian Civil Code;
  - b) that I am not in a situation of liability to preventative measures taken by the judicial authorities pursuant to Law 27 December 1956, No. 1423 or Law 31 May 1965, No. 575 and Law 13 September 1982, No. 646 and subsequent amendments and additions, except for the effects of discharge;
  - c) that I am not subject to a final conviction, except for the effects of discharge, for any of the offences provided for in Art. 5 Paragraph 1, Letter c) of the Decree of the Ministry of Economic Development 11 November 2011, No. 220;
  - d) that I have not been convicted and sentenced to any of the penalties provided for in Art. 5, Paragraph 1, Letter c) of the Decree of the Ministry of Economic Development 11 November 2011, No. 220, including the cases where the penalty is levied on request of the parties, except in the event of extinction of the related offences;
- 6) that I do not fall under the impediment situations regulated by Art. 4 of the Decree of the Ministry of Economic Development of 11 November 2011, No. 220;
- 7) that the Bureau of Criminal Records of the Public Prosecutor's Office of the competent Court and/or of the equivalent foreign criminal justice bodies have no charges or proceedings against me with reference to the situations indicated in Paragraph 5, Letter c) above;
- 8) and that, to the best of my knowledge, the competent judicial bodies have no pending proceedings against me with reference to the aforementioned situations.

With regard to the share capital of insurance companies, banks, finance companies, asset management companies and brokerage firms held by Generali,

**declare**

- a) that I am not in a situation of liability to preventative measures taken by the judicial authorities pursuant to Law 27 December 1956, No. 1423 or Law 31 May 1965, No. 575, and Law 13 September 1982, No. 646;
- b) that I have not been sentenced with a final conviction, except for the effects of discharge:
  - to imprisonment for a term of no less than six months for one of the offences provided for by the regulations relating to banking, insurance and securities and the regulations relating to securities and securities markets and payment instruments;
  - to imprisonment for a term of no less than six months for one of the crimes described under Section XI, Book V of the Italian Civil Code and in Royal Decree 16 March 1942, No. 267;
  - to imprisonment for a term of no less than one year for a crime against government, against public faith, against property, against public order, against the public economy or for a crime relating to tax issues;
  - to imprisonment for a term of no less than two years for any offence committed with criminal intent.
- c) that I have not been sentenced for any of the offences provided for in Art. 5 of the Decree of the Ministry of Economic Development 11 November 2011, No. 220, in Art. 1, Paragraph 1, letters b) and c) of the Decree of the Ministry of Treasury, Budget Policy and Economic Planning 11 November 1998, No. 469, in Art. 1, Paragraph 1, Letters b) and c) of the Decree of the Ministry of Treasury, Budget Policy and Economic Planning 18 March 1998, No. 144 and in Art. 1, Paragraph 1, Letters b) and c) of the Decree of the Ministry of Treasury, Budget Policy and Economic Planning 30 December 1998, No. 517;
- d) that I have not been sentenced to any of the aforementioned penalties, including the cases where penalties are levied on request of any of the parties;

- e) that I do not fall under any other situations of incompatibility as provided for in the laws, regulations and rules currently in force;
- f) that I have not received, whether in my Country of residence or any other country, any court order equivalent to those that would cause the loss of the requirements of respectability provided for in the Decree of the Ministry of Economic Development 11 November 2011, No. 220, the Decree of the Ministry of Treasury, Budget Policy and Economic Planning 18 March 1998, No. 144, the Decree of the Ministry of Treasury, Budget Policy and Economic Planning 11 November 1998, No. 469 and the Decree of the Ministry of Treasury, Budget Policy and Economic Planning 30 December 1998, No. 517;
- g) that the Bureau of Criminal Records of the Public Prosecutor's Office of the competent Court and/or of the equivalent foreign criminal justice bodies have no charges or proceedings against me with reference to the situations indicated in Letters b) and c) above;
- h) and that, to the best of my knowledge, the competent judicial bodies have no pending proceedings against me with reference to the situations indicated under b) and c) above.

I, the undersigned, undertake to promptly notify Generali from now on of any further modification to the above declarations to the purposes of the procedure of appointment of the Board and authorize the publication of the aforementioned information and of the information included in my CV and in the attached list of the director-level, executive and supervisory positions held in other companies. This declaration is made pursuant to Articles 46 and 47 of the *Consolidated Act of the legislative and regulatory provisions regarding administrative documents*.

By signing at the foot of the page, I authorize Generali to process my personal data for the purposes relating to the appointment procedure for the Board and my appointment to the same, if I am elected, and to communicate to the persons indicated in the report pursuant to Art. 13 of Legislative Decree 196/2003, that I have received the list for which I am a candidate from the proponent and have authorized the latter to process my personal information.

Place and Date \_\_\_\_\_

Signature \_\_\_\_\_

Annexes:

- 1) Curriculum Vitae
- 2) list of director, executive and supervisor posts held other companies
- 3) declaration on meeting the independence requirement

Annex I.4

**Curriculum vitae (of each candidate)**

Place and Date \_\_\_\_\_

Signature \_\_\_\_\_

Annex I.5**List of director-level, executive and supervisor positions held in other companies****Director-level positions**

Company	Group	Business industry	Located in	Remarks

**Auditor positions**

Company	Group	Business industry	Located in	Remarks

**Executive positions**

Company	Group	Business industry	Located in	Remarks

Place and Date \_\_\_\_\_

Signature \_\_\_\_\_

## Declaration on meeting the independence requirements

I, the undersigned \_\_\_\_\_, with regard to the appointment to Member of the Board of Directors (hereinafter also referred to as the “**Board**”) of Assicurazioni Generali S.p.A. (hereinafter also referred to as “**Generali**”),

- having acknowledged the provisions of Art. 147-ter, Paragraph 4, and Art. 148, Paragraph 3, of the Consolidated Finance Act, according to which the following cannot qualify as *independent*:
  - a) those who are in the conditions referred to in Article 2382 of the Italian Civil Code;
  - b) spouses, relatives and the like up to the fourth degree of kinship of the directors of the company, and directors, spouses, relatives and the like up to the fourth degree of kinship of the directors of the companies it controls, the companies it is controlled by and those subject to common control;
  - c) those who are linked to the company, the companies it controls, the companies it is controlled by and those subject to common control or to directors of the company or persons referred to in paragraph b) above by self-employment or employee relationships or by other relationships of an economic or professional nature that might compromise their independence; and
- having assessed my position,

**declare**<sup>7</sup>

- that I meet** the requirements of independence as defined and provided for by the aforementioned provisions of the Consolidated Finance Act.
- that I do not meet** the requirements of independence as defined and provided for by the aforementioned provisions of the Consolidated Finance Act.

Moreover:

**whereas**

- the Corporate Governance Code of the listed companies (hereinafter also referred to as the “**Code**”), recommends the Board of Directors of the listed issuers should also be composed of an adequate number of *independent* non-executive members;
- the independence of the directors should also be assessed at regular intervals by the board of directors, which should make a substantial assessment;
- the Code shall identify the situations that are, as a rule, incompatible with the fulfilment of the aforementioned requisite;
- as a rule, the requirement of independence is not fulfilled by those Directors who:
  - a) directly or indirectly, control the issuer also through subsidiaries, trustees or third parties, or are able to exercise a dominant influence over the issuer, or participate in a shareholders' agreement through which one or more persons can exercise a control or dominant influence over the issuer;
  - b) are or have been in the preceding three fiscal years, significant representatives of the issuer, of a subsidiary having strategic relevance or of a company under common control with the issuer, or of a company or entity controlling the issuer or able to exercise over the same a considerable influence, also jointly with others through a shareholders' agreement;
  - c) the preceding fiscal year, have or have had directly or indirectly (e.g. through subsidiaries

<sup>7</sup> Cross where appropriate.

or companies of which they are significant representatives, or in their capacity as partners of a professional firm or of a consulting company) a significant commercial, financial or professional relationship;

- with the issuer, one of its subsidiaries, or any of its significant representatives;
- with a person who, individually or jointly with others through a shareholders' agreement, controls the issuer, or – should this be a company or an entity – with its significant representatives;

or are or have been, employees of the above-mentioned persons or entities in the previous three fiscal years;

- d) receive or have received in the preceding three fiscal years, from the issuer or a subsidiary or holding company of the issuer, a significant additional remuneration as compared to the "fixed" remuneration as non-executive directors of the issuer also in the form of participation in incentive plans linked to the company's performance, including stock option plans;
- e) have been directors of the issuer for more than nine years in the previous twelve years;
- f) hold the executive director office in another company in which an executive director of the issuer holds the office of director;
- g) are shareholders or quota holders or directors of a legal entity belonging to the same network as the company appointed for the auditing of the issuer;
- h) are close relatives of an individual who is in any of the positions listed in the above paragraphs;

after carefully examining the aforementioned cases and having made an overall substantial assessment of my position, under this particular profile towards the Company and having found that situations of incompatibility relating to myself may arise/may not arise, under my responsibility,

**declare<sup>8</sup>**

- that I meet** the independence requirement pursuant to Art. 3 of the Code
- that I do not meet** the independence requirement pursuant to Art. 3 of the Code.

Finally, I declare that I meet the independence requirements provided for in Art. 6 of the Decree of the Ministry of Economic Development 11 November 2011, No. 220.

I, the undersigned, undertake to promptly notify Generali from now on of any further modification to the above declarations to the purposes of the procedure of appointment of the Board, to provide a new communication replacing this one, should the current situation be subject to modifications and authorize the publication of the aforementioned data.

Place and Date \_\_\_\_\_

Signature \_\_\_\_\_

<sup>8</sup> Cross where appropriate.

## Declaration confirming the absence of connections pursuant to laws and regulations in force

I, the undersigned Shareholder of Assicurazioni Generali S.p.A., holding \_\_\_\_\_ ordinary shares representing \_\_\_\_\_ % of the share capital of the issuer

### whereas:

- pursuant to and to the effects of Art. 28 of the Articles of Association I intend to submit a list of candidates for election to Members of the Board of Directors of Assicurazioni Generali S.p.A., which will be subject to a decision on the part of the ordinary and extra-ordinary Shareholders' Meetings called on 26, 27 and 28 April 2016 (respectively, first, second and third call);
- I have been duly informed of the provisions of Art. 147-ter, Paragraph 3 of Legislative Decree 24 February 1998, No. 58 (Consolidated Finance Act), as well as of Art. 144-quinquies of the Discipline of Issuers, that identifies the existence of connections between one or more reference shareholders and one or more minority shareholders in the following cases:
  - a) family relationships;
  - b) membership of the same group;
  - c) control relationships between a company and those who jointly control it;
  - d) relationships of affiliation pursuant to Article 2359, Paragraph 3 of the Italian Civil Code, including with persons belonging to the same group;
  - e) the performance, by a shareholder, of management or executive functions, with the assumption of strategic responsibilities, within a group that another shareholder belongs to;
  - f) participation in the same shareholders' agreement provided for in Article 122 of the Consolidated Finance Act involving shares of the issuer, of its parent company or one of its subsidiaries.
- I have been duly informed about the Consob recommendations with Communication DEM/9017893 of 26 February 2009 that is that, to the purposes of any connection between lists, identifies the following significant relationships:
  - a) family relationships;
  - b) participation in the recent past to a shareholders' agreement (also on the part of companies of the respective groups) provided for in Article 122 of the Consolidated Finance Act, relating to shares of the issuer or of companies belonging to the group of the issuer;
  - c) participation (also on the part of companies of the respective groups) to the same shareholders' agreement relating to shares of third party companies;
  - d) the existence of shareholdings, whether direct or indirect, and the existence of cross-holdings, if any, whether direct or indirect, including those between the companies of the respective groups;
  - e) assuming offices in the governing or supervisory bodies of the companies of the reference or relative majority shareholder's (or shareholders') group or having done that in the recent past, as well as working as an employee for any of these companies, or having done that the recent past;
  - f) belonging, directly or through representatives, to the list submitted by the shareholders holding, whether individually or together, a controlling or relative majority stake with regard to the previous election of the governing or supervisory bodies;
  - g) participating in the previous election of the governing or supervisory bodies to submitting a list with the shareholders holding, whether individually or together, a controlling or relative majority stake or voting a list submitted by the same;
  - h) having commercial, financial (other than the typical lender's activities) or professional relations, or having had those in the past;
  - i) the presence of candidates, in the so-called minority list, that are executive directors or



manager with strategic responsibilities (or have been in the recent past) of the controlling or relative majority shareholder or shareholders or of companies belonging to the respective groups;

**declare**

- the absence of connections as provided for in the aforementioned laws, regulations, Consob rules and the recommendations of Consob Communication DEM/9017893 of 26 February 2009;
- that I undertake to provide Assicurazioni Generali S.p.A. with suitable documents that confirm the truth of the aforementioned data.

Place and Date \_\_\_\_\_

Signature \_\_\_\_\_

**undertake**

to provide a new communication replacing this one, should the current situation be subject to modifications.

Place and Date \_\_\_\_\_

Signature \_\_\_\_\_

### Declaration confirming the existence of connections pursuant to laws and regulations in force

I, the undersigned Shareholder of Assicurazioni Generali S.p.A., holding \_\_\_\_\_ ordinary shares representing \_\_\_\_\_ % of the share capital of the issuer

#### whereas

- pursuant to and to the effects of Art. 28 of the Articles of Association, I intend to submit a list of candidates for election to Members of the Board of Directors of Assicurazioni Generali S.p.A., which will be subject to a decision on the part of the ordinary and extra-ordinary Shareholders' Meetings called on 26, 27 and 28 April 2016 (respectively, first, second and third call);
- I have been duly informed of the provisions of Art. 147-ter, Paragraph 3 of Legislative Decree 24 February 1998, No. 58 (Consolidated Finance Act), as well as of Art. 144-quinquies of the Discipline of Issuers, that identifies the existence of connections between one or more reference shareholders and one or more minority shareholders in the following cases:
  - a) family relationships;
  - b) membership of the same group;
  - c) control relationships between a company and those who jointly control it;
  - d) relationships of affiliation pursuant to Article 2359, Paragraph 3 of the Italian Civil Code, including with persons belonging to the same group;
  - e) the performance, by a shareholder, of management or executive functions, with the assumption of strategic responsibilities, within a group that another shareholder belongs to;
  - f) participation in the same shareholders' agreement provided for in Article 122 of the Consolidated Finance Act involving shares of the issuer, of its parent company or one of its subsidiaries.
- I have been duly informed about the Consob recommendations with Communication DEM/9017893 of 26 February 2009 that is that, to the purposes of any connection between lists, identifies the following significant relationships:
  - a) family relationships;
  - b) participation in the recent past to a shareholders' agreement (also on the part of companies of the respective groups) provided for in Article 122 of the Consolidated Finance Act, relating to shares of the issuer or of companies belonging to the group of the issuer;
  - c) participation (also on the part of companies of the respective groups) to the same shareholders' agreement relating to shares of third party companies;
  - d) the existence of shareholdings, whether direct or indirect, and the existence of cross-holdings, if any, whether direct or indirect, including those between the companies of the respective groups;
  - e) assuming offices in the governing or supervisory bodies of the companies of the reference or relative majority shareholder's (or shareholders') group or having done that in the recent past, as well as working as an employee for any of these companies, or having done that the recent past;
  - f) belonging, directly or through representatives, to the list submitted by the shareholders holding, whether individually or together, a controlling or relative majority stake with regard to the previous election of the governing or supervisory bodies;
  - g) participating in the previous election of the governing or supervisory bodies to submitting a list with the shareholders holding, whether individually or together, a controlling or relative majority stake or voting a list submitted by the same;
  - h) having commercial, financial (other than the typical lender's activities) or professional relations, or having had those in the past;

- i) the presence of candidates, in the so-called minority list, that are executive directors or manager with strategic responsibilities (or have been in the recent past) of the controlling or relative majority shareholder or shareholders or of companies belonging to the respective groups;

**declare**

- that I have a connection with the so-called "Majority List" submitted by shareholder \_\_\_\_\_, and have the significant relationships as indicated below \_\_\_\_\_;
- that I undertake to provide Assicurazioni Generali S.p.A. with suitable documents that confirm the truth of the aforementioned data.

Place and Date \_\_\_\_\_

Signature \_\_\_\_\_

**ASSICURAZIONI GENERALI S.P.A.  
BOARD OF DIRECTORS**

**ADVICE FOR SHAREHOLDERS  
ON THE SIZE AND COMPOSITION  
OF THE BOARD OF DIRECTORS  
FOR THE THREE-YEAR PERIOD 2016-2018**

[See the text in the Annex 1 of the previous report of the BoD about “Determination of the number of members of the Board of Directors in office for the financial years ending on 31 December 2016, 2017 and 2018”].

# Report of the Board of Directors to the Shareholders' Meeting

## APPOINTMENT AND FEES OF THE BOARD OF DIRECTORS

**Determination of the fee payable to members of the Board of Directors for the financial years ending on 31 December 2016, 2017 and 2018.**

*Shareholders,*

you have been summoned to meet to appoint a Board of Directors for the 2016-2018 three-year period and to determine, under paragraph one of section 2389 of the Civil Code, the amount of the fees payable to members of the Board of Directors for the duration of their term of office.

For the outgoing directors, the unitary fee was composed of a fixed fee of €100,000.00 gross per annum (with a 50% increase for members of the Executive Committee), and a variable fee equal to 0.01% of the Company's consolidated profit (up to a total ceiling of €300,000.00) to be divided in equal parts by the Directors, and, lastly, €4,000.00 for each Board of Directors' meeting and Executive Committee meeting attended. In addition to this, each Director may receive a refund of all out-of-pocket expenses borne in order to attend meetings.

In relation to the above, the Board of Directors, with the support of the Remuneration Committee and of an external consultant, has prepared a peer benchmarking study. The study confirmed the substantial adequacy of the pay package currently offered, in relation to the features and standing of the Generali Group; despite this, in order to align Generali with best practice on the market, the Board is in favour of removing the variable component from the existing pay package. For more information on this point, the reader is referred to the appropriate point in the Remuneration Report, which is the subject of another point on the agenda of the Shareholders' Meeting.

For the three-year period of office of the Board of Directors to be appointed by the Shareholders' Meeting, and therefore up to the date of the Shareholders' Meeting called to approve the Financial Statement for the year ending on 31 December 2018, we therefore recommend that each member of the Board of Directors receive, in addition to refund of out-of-pocket expenses borne to attend Board meetings and perform other activities required by their office:

- a gross annual fee of €100,000.00, plus a 50% increase for members of the Executive Committee, if one is set up;
- a gross amount of €4,000.00 for each Board of Directors' Meeting and Executive Committee Meeting attended.

In view of the above, the proposed resolution of the Shareholders' Meeting, reflecting the content of the above proposal, is shown below.

“The **Shareholders' Meeting** of Assicurazioni Generali S.p.A., meeting in the Palazzo dei Congressi della Stazione Marittima in Trieste at Molo Bersaglieri 3, duly called and qualified to pass resolutions, in an ordinary session under section 2369 of the Civil Code and article 21 of the Company's Articles of Association,

- in view of Section 2389 of the Italian Civil Code;
- in view of Articles 19 and 36 of the Company's Articles of Association;
- in view of the Board of Directors' Report on this point on the agenda;

**hereby resolves**

- 1.** to determine the annual fee payable to each member of the Board of Directors as follows:
  - a) a gross annual fee of €100,000.00, plus a 50% increase for members of the Executive Committee, if one is set up;
  - b) a gross amount of €4,000.00 for each Board of Directors' Meeting and Executive Committee Meeting attended;
- 2.** that this resolution shall go into effect – as a result of the resolution passed by today's Shareholders Meeting on the fifth point on the agenda – for the entire three-year period of office of the Board of Directors appointed today by the Shareholders' Meeting, and therefore until the date of effective approval of the financial statement for the financial year ending on 31 December 2018.”

Milan, 17 March 2016

THE BOARD  
OF DIRECTORS

# Report of the Board of Directors to the Shareholders' Meeting

## PRESENTATION OF THE REMUNERATION REPORT

**Approval of remuneration policy under article 123-ter of Legislative Decree 58/1998 (TUIF) and art. 24 of ISVAP Regulation no. 39/2011. Related and consequent resolutions.**

Shareholders,

the Remuneration Report we are submitting to your attention has been prepared in view of the requirements of ISVAP Regulation no. 39 of 9 June 2011 ("IVASS Regulations"), art. 123-ter of Legislative Decree no. 58 of 24 February 1998 (TUIF), art. 84-*quater* of Consob resolution no. 11971 of 14 May 1999 as amended (Issuers' Regulations) and art. 6 of the Self-Discipline Code for stock exchange listed companies.

In accordance with the requirements of the IVASS Regulations, insurance companies adopt remuneration policies consistent with healthy, prudent risk management and in line with their strategic goals, profitability and long-term balance of business. In this regard, decision-making processes are adopted which are based on the criterion of transparency, and the Shareholders' Meeting plays an active role in determination of the policies in question, provided with information on aspects pertaining to membership of company bodies and personnel by the Board of Directors.

In implementing TUIF, the Issuers' Regulations dictate the regulations governing transparency of information on remuneration of members of companies' administrative, direction and control bodies and executives with strategic responsibilities in listed companies, asking them to prepare a remuneration report, and requiring them to comply with the obligations set forth in the regulations applicable to the sector of business of the listed companies.

The reference framework is completed by recommendations dictated by the Self-Discipline

Code of stock exchange listed companies, to which the Company adheres, inspired by the recommendations of the European authorities regarding the process of definition of remuneration policies and their content.

This having been stated, the Remuneration Report is once again divided into two sections. The first illustrates the Company's and the Group's policy in relation to remuneration and the procedures used for the adoption and implementation of these policies, while the second outlines the methods used to implement this policy and specifies the payments effectively made.

In referring readers to the text of the Remuneration Report approved by Board resolution on 17 March 2016, made available to shareholders and the public in accordance with the terms and methods required by law, the content of the first section of the Report is submitted to the Shareholders' Meeting for approval (consisting, as we have said, of a description of the remuneration policies adopted by the Company and the Group and the procedures used to adopt and implement them), while the law requires the information contained in the second section to be simply mentioned in the meeting.

Below is a draft resolution of the Shareholders' Meeting reflecting the content of the proposal described above.

"The **Shareholders' Meeting** of Assicurazioni Generali S.p.A., meeting in the Palazzo dei Congressi della Stazione Marittima in Trieste at Molo Bersaglieri 3, duly called and qualified to pass resolutions, in an ordinary session under

section 2369 of the Civil Code and article 21 of the Company's Articles of Association,

- in view of article 123-*ter* of Legislative Decree no. 58 of 24 February 1998;
- in view of article 84-*quater* of CONSOB Resolution no. 11971 of 14 May 1999 as amended;
- in view of ISVAP Regulation no. 39 of 9 June 2011;
- in view of article 6 of the Self-Discipline Code of stock exchange listed companies;
- in view of article 19, paragraph 1, letter d)

- of the Company's Articles of Association;
- having examined the text of the remuneration report prepared under the provisions of art. 123-*ter* of Legislative Decree no. 58 of 24 February 1998 and art. 24 of ISVAP Regulation no. 39/2011, including the second section;

**hereby resolves**

to approve the first section of the remuneration report, describing the Company's and the Group's remuneration policy and the procedures used to adopt and implement it."

Milan, 17 March 2016

THE BOARD  
OF DIRECTORS



# Report of the Board of Directors to the Shareholders' Meeting

## GROUP LONG TERM INCENTIVE PLAN (LTIP) 2016

- a. Adoption of 2016 LTIP pursuant to s. 114-bis of CFBA. Relevant resolutions. Delegations of powers.
- b. Adoption of the authorisation to purchase own shares and to dispose of them for the purposes of LTIP 2016. Termination of the authorisation of the Shareholders Meeting, dated 30 April 2015. Relevant resolutions. Delegations of powers.
- c. Adoption, in extraordinary session, of the delegation to the Board of Directors, pursuant to s. 2443 of the Italian Civil Code, for a period of 5 years from the date of the resolution, to increase the share capital, with free issues and also in instalments, pursuant to s. 2439 of the Italian Civil Code for the purpose of LTIP 2016. Relevant resolutions. Delegations of powers.

Shareholders,

### **a. Adoption of LTIP 2016 pursuant to s. 114-bis of CFBA. Relevant resolutions. Delegations of powers.**

The remuneration of the top management of Assicurazioni Generali S.p.A. (“**Generali**” or “**Company**”) and the executives of the Company and Generali Group (“**Group**”) – i.e. direct and indirect subsidiaries of Generali pursuant to s. 2359 of the Italian Civil Code - includes a fixed remuneration and a variable remuneration with a short term incentive (**STI**) and a long term incentive (**LTI**). This is in line with the best and prevalent international practices.

In its meetings of 2 December 2015 and 17 March 2016, the Board of Directors (“**Board**”), sharing the opinion of the Remuneration Committee, resolved to submit to the Shareholders' Meeting the incentive plan, LTIP 2016, referred to the three-year performance period 2016-2018, substantially in continuity with LTIP 2015 approved by the Shareholders Meeting last year.

This Plan, in line with the Remuneration Policy – covered in the Remuneration Report – and with

the applicable regulations and the best practices (including the recommendations of the Self-Regulation Code of Listed Companies.), is intended to pursue the increase of value of Generali's shares, aligning the economic interests of the beneficiaries to the interests of the shareholders.

The Plan aims at:

- establishing a link between the long term variable remuneration component, based on mid and long term objectives, and value creation for shareholders, with a view to the sustainability for the Group and actual results;
- developing a performance-based culture at Group level;
- contributing to the creation of a balanced mix between the fixed remuneration and the variable remuneration of the beneficiaries;
- retaining the management at Group level.

The Plan enhances the link between the remuneration of the beneficiaries and the expected performance under the Group Strategic Plan (absolute performance), preserving the link between remuneration and value generation vs. a peer group (relative performance).

As for the structure of the Plan, the main terms and conditions (as detailed in the attached "Information Document") are the following:

- the Plan has a performance duration of three years starting from 2016;
- under the Plan, the beneficiaries will receive ordinary shares of Generali for free, as long as the defined performance targets and thresholds are exceeded, with the possibility for such beneficiaries to be granted an additional number of shares depending on the overall dividends distributed during the three-year vesting period (dividend equivalent mechanism);
- objective for the allocation of shares are defined by the Board. They are based on objectively measurable performance criteria in line with the Group strategic objectives, such as the relative Total Shareholders' Return (TSR) or the Return on Equity (ROE);
- even though performance targets are achieved, Generali may not allocate shares to the beneficiaries, if the Economic Solvency Ratio of Generali is below 130% or other percentage that the Board may determine from time to time;
- the maximum number of shares to be allocated is determined by the Board of Directors of the Company at the beginning of the three-year period of the Plan;
- a three-year vesting period applies;
- shares for each beneficiary are divided into three instalments, one for each of the three years of the Plan, equal to 30%-30%-40% respectively;
- malus and claw back clauses apply.

The Board of Directors may amend and integrate the Plan, if deemed necessary or appropriate as a result of subsequent events, including management events that may affect shares, Generali and /or the Group, or on the Plan and/or the its objective, (such as extraordinary transactions, changes to applicable law or to the Group's perimeter, material changes in the macroeconomic conditions or in the international monetary policy) to preserve – within the limits of the regulations in force from time to time – the substantial and economic contents of the Plan, including the authority of the Board to pay – instead of the allocation of shares, in whole or in part – a cash amount calculated on the value of shares in the month before the allocation, notwithstanding compliance with the other terms and conditions of the Plan.

The beneficiaries of the Plan, as identified by the Board of Directors of Generali, are the

Managing Director/Group CEO, the General Manager, the executives with strategic responsibilities – including the executives who are members of the Group Management Committee (GMC), the other executives of the first reporting line of the Managing Director/Group CEO and the General Manager (not members of the GMC) and the remaining executives of the Global Leadership Group (GLG) – as well as other directors or employees of Generali or the Group identified by the Board of Directors under the Plan.

The beneficiaries are identified by the Board of Directors in line with the Group's strategic objectives, in terms of value creation, as well as in line with the objectives of the remuneration policy set out in the Report on the Remuneration Policy.

In the identification of beneficiaries, the Board of Directors will also assess whether the role or activities performed by the staff of Generali and Generali Group may have a significant impact on the risk profile of the Company or the Group, taking into account the position, the tasks, the relevance of the activity, the powers, the remuneration, the ability to take risks, generate profits or anyhow to affect any entries in the balance sheet for significant amounts.

The beneficiaries of the Plan will be, in compliance with applicable regulations, disclosed to the public and to Shareholders.

The shares allocated to the beneficiaries are freely disposable at the end of the three-year vesting period and provided the defined performance targets and thresholds are exceeded under the following terms and conditions:

- 50% of the shares are immediately disposable to enable beneficiaries to cover the tax charges related to the allocation;
- the remaining 50% of the shares are locked up for two years.

After the expiry of the above mentioned lock-up periods, the Directors, who have been granted the shares, in compliance, *inter alia*, with the recommendations of the Self-regulatory Code, must hold continuously, until the termination of their office as directors a certain percentage of the allotted shares, the amount of which is determined by the Board of Directors. These shares cannot be transferred to third parties – i.e. they cannot be sold, transferred, traded in, carried forward and they cannot be the

object of disposal – until the end of the above deadlines, save as authorized by the Board, which may also resolve that the shares must be held in custody.

In view of implementing the Plan, the shares to be granted for free to the beneficiaries, at the relevant conditions, will be taken, in whole or in part, from the reserves of own shares that the Company may have bought in line with the relevant Shareholders' Meeting resolutions pursuant to ss. 2357 and 2357-*ter* of the Italian Civil Code and/or from profit reserves pursuant to s. 2349, paragraph 1, of the Italian Civil Code, as described in the following paragraphs.

Further information on the Plan is provided to Shareholders and to the financial community in the Information Document, pursuant to s. 114-*bis* of Legislative Decree no. 58 of 24 February 1998 (CFBA) and s. 84-*bis* of CONSOB notice no. 11971 of 14 May 1999, as amended (Issuers' Regulation).

Therefore, the draft resolution of the Shareholders' Meeting, on the basis of the above proposal, is the following:

“The **Shareholders' Meeting** of Assicurazioni Generali S.p.A., at Stazione Marittima in Trieste, Molo dei Bersaglieri 3, lawfully convened and empowered to pass resolutions, in ordinary session, pursuant to s. 2369 of the Italian Civil Code and s. 21 of the Articles of Association,

- pursuant to Article 114-*bis* of Legislative Decree 24 February 1998 no. 58 and the relevant implementing provisions;
- having regard to the Report of the Board of Directors on this item of the agenda and the relevant Information Document;
- having regard to the favourable opinion of the Board of Auditors;

#### hereby resolves

1. to approve the Incentive Plan for the management of the Company and of the Group, denominated “LTI Plan 2016” (the “**Plan**”), as outlined in the Report of the Board of Directors and in the relevant Information Document;
2. to grant the Board of Directors with the broadest powers to implement the Plan, in particular, including the power to draft regulations for the Plan implementation, any power to identify the beneficiaries, the performance targets and thresholds, to determine the number of shares to be granted to each be-

neficiary, allot the shares and carry out any action, communication or formality needed or appropriate for the management and/or implementation of the Plan, with the right to delegate its powers, duties and responsibilities with respect to the implementation of the Plan to the Managing Director/Group CEO under the power hereby granted.”

\* \* \*

#### **b. Adoption of the authorisation to purchase own shares and to dispose of them for the purposes of LTIP 2016. Termination of the authorisation of the Shareholders Meeting, dated 30 April 2015. Relevant resolutions. Delegations of powers.**

The Report approved by the Board of Directors in the meeting of 17 March 2016 describes the proposal to authorise, under ss. 2357 and 2357-*ter* of the Italian Civil Code and s. 132 of the CFBA, a plan for the purchase and disposal, in one or several transactions, of up to 10,000,000 ordinary shares of Assicurazioni Generali S.p.A., corresponding, as of today, to 0.64% of the share capital of the Company. The increased amount of shares as compared to 2015 is the result of the higher number of potential beneficiaries.

The purchase and disposal plan to which this Report relates is for the purposes of the Generali Group long term incentive plan denominated “LTI Plan 2016”, the approval of which is likewise submitted for the approval of today's meeting as item a) of the agenda of the ordinary session, as well as, in continuity with the current purchase and disposal plans approved by the Shareholders' Meeting and this is due to the upcoming expiry of term within which the shares can be purchased under the Shareholders' Meeting authorization of 30 April 2015.

This Report outlines the reasons for the authorisation request, as well as the limits and procedures under which it is intended to implement the new share purchase and disposal plan.

#### **b.1 Reasons for the request for authorisation of own share purchase and disposal**

As pointed out above, the authorisation to the own share purchase and disposal plan is required exclusively to provide, in whole or in part, the Company with the necessary reserve to implement the Plan and the current plans the Shareholders Meeting has approved.

### **b.1.1 Maximum number, category and par value of the shares under the authorisation; compliance with the provisions of s. 2357, paragraph 3, of the Italian Civil Code**

The purchase for which the authorisation is required, which may be implemented in one or several transactions, will cover ordinary shares of the Company of a par value of €1.00 each.

With reference to foregoing regarding the amount of shares to be allotted to the beneficiaries of the Plan, the maximum number of shares to be purchased pursuant to the proposal plan, also in several transactions, cannot exceed 10,000,000 shares.

In this respect, the Company and its subsidiaries have a portfolio of 442,166 Generali shares, i.e. 0.028% of the share capital of the Company. Therefore, even in the event that the requested authorisation is fully used - along with the last year's authorisation which is about to expire - the number of shares that the Company would own directly and indirectly would be well below the limit specified in s. 2357, paragraph 3, of the Italian Civil Code (currently 20% of the share capital).

The purchases will be implemented within the limits of the available profits and available reserves resulting from the latest duly adopted financial statements.

### **b.1.2 Duration of the authorisation**

If authorised by the Shareholders Meeting, the Company may purchase own shares, in one or several transaction, up to the actual date of the Shareholders Meeting on the adoption of the financial year ending on 31 December 2016.

The disposal authorisation in respect of the shares already in the portfolio of the Company, and of those that will be purchased in due course, is requested without time limit, in the light of the absence of legal restrictions in that regard and of the need for maximum flexibility also in terms of time to transfer them.

Therefore, it is hereby suggested to terminate, at the date of the Shareholders Meeting resolution, the authorisation to purchase 8,000,000 ordinary shares issued by Generali, having a par value of euro 1,00 each, adopted by the Shareholders Meeting on 30 April 2015.

### **b.1.3 Minimum and maximum price**

The minimum purchase price for ordinary shares may not be below the par value €1.00, while the maximum purchase price cannot exceed 5% of the reference price of the share at the close of trading on the day before each purchase transaction.

### **b.1.4 Purchase procedures**

The share purchase transactions will be implemented pursuant to S. 144-*bis*, paragraph 1, sub-paragraphs b) and c) of the Issuers' Regulations that CONSOB adopted with its resolution no. 11971 of 14 May 1999, as amended, in line with market standards and practices, to ensure equal treatment among Shareholders. Therefore, purchases will be implemented exclusively, including in several alternative transactions:

- on the regulated market organized and operated by Borsa Italiana S.p.A., in line with operating procedures established by Borsa Italiana S.p.A. that do not permit the direct matching of purchase offers with predetermined sale offers;
- through the purchase and sale of derivatives traded on the relevant regulated market organised and operated by Borsa Italiana S.p.A., whose regulation prescribes procedures pursuant to the provisions of S. 144-*bis*, paragraph 1, sub-paragraph c) of the Issuers' Regulation.

This own share purchase authorisation is not instrumental to reduce the share capital.

In light of the aims of this request for authorisation, with reference to the disposal of Company shares purchased under the authorised plan, the Board of Directors proposes that the General Meeting authorise the transfer of such shares, free of charge, to the Plan beneficiaries and other current incentive plans approved by the Shareholders Meeting, in accordance with the conditions set forth in the relevant regulations. The same also applies to own shares already in the Company's portfolio.

Therefore, the draft resolution of the General Meeting on the above proposal is the following:

“The **Shareholders' Meeting** of Assicurazioni Generali S.p.A., held at the Stazione Marittima

in Trieste, Molo dei Bersaglieri 3, lawfully convened and empowered to pass resolutions, in ordinary session, pursuant to s. 2369 of the Italian Civil Code and s. 21 of the Articles of association,

- pursuant to ss. 114-*bis* and 132 of the Legislative Decree no. 58 dated 24 February 1998, as amended;
- pursuant to ss. 2357 and 2357-*ter* of the Italian Civil Code;
- whereas the Company and its subsidiaries currently hold Generali shares well below one fifth of the share capital of the Company;
- having regard to the Report of the Board of Directors on this item of the agenda;
- having regard to the just-approved financial statements as of 31 December 2015;
- having regard to the favourable opinion of the Board of Statutory Auditors;

#### hereby resolves

1. to authorise, pursuant to ss. 2357 and 2357-*ter* of the Italian Civil Code, the purchase of up to 10,000,000 ordinary shares of Assicurazioni Generali S.p.A. having a par value of €1.00, and the disposal of the shares purchased on the basis of such authorisation as well as on the basis of previous purchase plans, at the following conditions:
  - a) the authorisation is limited to purchases to be implemented for the purpose of the LTI Plan 2016 and the current plans adopted by the Shareholders Meeting, net of shares that may be issued for the same purpose by implementing the authority granted to the Board of Directors, pursuant to s. 2443 of the Italian Civil Code, to approve and carry out capital increase for the purposes of the such plans;
  - b) the minimum purchase price of the ordinary shares may not be below their par value €1.00, while the maximum purchase price may not exceed 5% of the reference price of the share at the close of trading on the day before each purchase;
  - c) the Company may purchase own shares, in one or several transactions, until the next Shareholders Meeting on the adoption of the financial statements;
  - d) the purchases will be implemented within the limits of the distributable profits and distributable reserves as calculated from the latest duly adopted financial statements;
  - e) the share purchase transactions will be implemented, pursuant to s. 144-*bis*, paragraph 1, sub-paragraphs b) and c), of the Issuers' Regulations in line with market standards and practices, to ensure equal treatment among Shareholders. Therefore, purchases will be implemented exclusively, including in several alternative transactions:
    - i) on the regulated market organized and operated by Borsa Italiana S.p.A., in line with operating procedures established by Borsa Italiana S.p.A. that do not permit the direct matching of purchase offers with predetermined sale offers;
    - ii) through the purchase and sale of derivatives traded on the relevant regulated market organised and operated by Borsa Italiana S.p.A., whose regulation prescribes procedures pursuant to the provisions of S. 144-*bis*, paragraph 1, sub-paragraph c) of the Issuers' Regulation;
  - f) own shares may be allocated without any time limits, and on a free-of-charge basis, to the beneficiaries of the plans, without prejudice to the provisions of any applicable law and regulations from time to time in force;
2. to terminate the authorisation pursuant to ss. 2357 and 2357-*ter* of the Italian Civil Code on the purchase of up to 8,000,000 of ordinary shares issued by Assicurazioni Generali S.p.A., of a par value of euro 1,00 each, adopted by the Shareholders Meeting of 30 April 2015;
3. to appoint the Managing Director/Group CEO, with a power of sub-delegation, in line with the powers delegated to him:
  - a) to implement today's resolution, arranging, inter alia, the reserve to be used for the purchase and for setting aside undistributable reserve as well as to be able to have available, to guarantee the best implementation of the present resolution, shares which are currently available in the Company's assets;
  - b) to determine procedures, timescale and implementation and ancillary conditions to properly implement this resolution, using for that purpose all requisite valuations and verifications, and to comply with any applicable requirements and procedures.”.

\* \* \*

**c. Adoption, in extraordinary session, of the delegation to the Board of Directors, pursuant to s. 2443 of the Italian Civil Code, for a period of 5 years from the date of the resolution, to increase the share capital, with free issues and also in instalments, pursuant to s. 2439 of the Italian Civil Code for the purpose of LTIP 2016. Relevant resolutions. Delegations of powers.**

**c.1 Reasons and procedures on the authority to increase the share capital for the purposes of the Plan**

The Shareholders' Meeting, in ordinary session, is called upon to approve the Group Long Term Incentive Plan (LTIP) 2016 ("Plan") and the relevant authorisation to purchase Company shares for the purposes *inter alia* of such Plan, at the terms and conditions and in line with the procedures described in the sections a and b of this report.

With a view to ensuring enhanced flexibility in the implementation of the Plan, the Shareholders' Meeting is also called upon to approve a delegation to the Board of Directors to increase the share capital of the Company, free of charge, to the purpose of the Plan pursuant to ss. 2443 and 2349, paragraph 1, of the Italian Civil Code. Such capital increase will be divisible pursuant to art. 2349, paragraph 2, of the Italian Civil Code.

This further opportunity to implement the Plan will grant the Board of Directors with enhanced flexibility to select, in due time, the means to provide or issue shares for the purposes of the Plan in line with the utmost effectiveness criteria.

However, the maximum number of shares that will be purchased or issued, with no subscription price, for the purposes of the Plan cannot exceed 10,000,000 ordinary shares, having a par value of €1.00 each, because of the maximum number of shares that can be granted under the Plan; the issued ordinary shares will be allotted to the beneficiaries of the Plan that, pursuant to s. 2349, first paragraph, of the Italian Civil Code are employees of the Company or its subsidiaries and who qualify for such allotment in accordance with the Plan's Regulation.

The delegation required pursuant to s. 2443 of the Italian Civil Code will have a duration up to

5 years and may be implemented one or several times up to a nominal value of €10,000,000 with the emission of up to 10,000,000 ordinary shares of Assicurazioni Generali S.p.A. having a par value of €1.00 each.

The possible implementation of the delegation to the Board under this proposal will be based on actual profits or profit reserves that the Board of Directors will select from time to time under the applicable regulations to cover the free capital increase up to the value of the shares to be allotted to the beneficiaries of the Plan.

In this respect, the Board of Directors may take any decision on the implementation of the purchase authorisation and dismissal measures of the Company shares and/or, in whole or in part, the delegation under this resolution to ensure the implementation of the Plan at the applicable terms and conditions.

**c.2 Withdrawal Right**

This draft resolution does not include any withdrawal right under the applicable regulations.

Therefore, the draft resolution of the Shareholders Meeting on the above proposal, in line with the Report to the Shareholders, is the following:

"The **Shareholders' Meeting** of Assicurazioni Generali S.p.A., held at the Stazione Marittima in Trieste, Molo dei Bersaglieri 3, lawfully convened and empowered to pass resolutions, in ordinary session, pursuant to s. 2369 of the Italian Civil Code and s. 21 of the Articles of association,

- pursuant to s. 114-*bis* of the Legislative Decree no. 58 dated 24 February 1998, as amended;
- pursuant to s. 2443 and 2349, paragraph 1, of the Italian Civil Code;
- having regards to the Report of the Board of Directors on this item of the agenda,

**hereby resolves**

- a) to grant to the Board of Directors, pursuant to ss. 2443 and 2349, paragraph 1, up to a period of five years from the date of this resolution, with the authority to increase the share capital with no subscription price, in one or several transactions, by using profits and/or profit resources up to a nominal amount of €10,000,000 with the issue of



- 10,000,000 - net of the shares purchased in the context of the own shares purchase plan approved according to point b of the agenda of today's Shareholders' Meeting (ordinary session) - ordinary shares having a par value of €1.00 each, providing ordinary rights, to be allotted, for no consideration, to the beneficiaries of the Plan approved today by the Shareholders' Meeting;
- b) to amend art. 8 of the Articles of Association, adding a last paragraph, as follows: *"On 28 April 2016, the Shareholders' Meeting provided the Board of Directors, pursuant to ss. 2443 and 2349, paragraph 1, of the Italian Civil Code, for up to five years from the date of this resolution, with the authority to increase the share capital, with no subscription price, in one or several transactions, using profits and/or profit reserves up to a nominal amount of €10,000,000, with the issue of 10,000,000 ordinary shares having a par value of €1.00 each, providing ordinary rights, to be allotted for no consideration to the beneficiaries LTI Plan 2016 adopted by the Shareholders Meeting on 28 April 2016 whether they are employees of the Company or subsidiaries and are entitled;*
- c) to grant the Board of Directors with the authority to select, from time to time, the profits and/or profit reserve to the purpose of increasing the share capital, free of charge, under this resolution, with the authority to implement the relevant measures on the accounting items of Assicurazioni Generali S.p.A. pursuant to the applicable regulations;
- d) to appoint the Managing Director/Group CEO, with the right to sub-delegate, with every power:
- i) to amend art. 8 of the Articles of Association in line with this resolution, the implementation and the completion of the delegated capital increase and to carry out any activity concerning the registration at the Companies' Register, with any power to implement any formal change that may be required;
  - ii) to determine any procedure, timetable implementation and ancillary conditions to properly implement this resolution, to perform any necessary assessment and reviews and to comply with any applicable requirement and procedures."

Milan, 17 March 2016

THE BOARD  
OF DIRECTORS

# Report of the Board of Directors to the Shareholders' Meeting

## AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION

**Approval in an extraordinary session of an amendment to art. 9 of the Company's Articles of Association under art. 5 of ISVAP Regulation no. 17 of 11 March 2008. Related and consequent resolutions. Awarding of powers.**

Shareholders,

paragraph 5 of art. 5 of ISVAP Regulation no. 17 of 11 March 2008 states that, on the occasion of any changes to a Company's Articles of Association and in any case every three years, insurance companies must resolve to update the clause in their Articles of Association which, under paragraph one of the article, reports on the amount of share capital and other elements of shareholders' equity.

In view of this, and in view of the changes registered on 31 December 2015, as repre-

sented in the draft annual financial statement, we propose a number of amendments to the text of art. 9.1 of Company's Articles of Association, as shown in the table below. Note that the amount of share capital identified in art. 9.1 letter a) – and therefore the amount appearing on the right side below – reflects the situation as of 17 March 2016: on the date of the shareholders' meeting it will be increased by the share capital increase implementing the 2013 long-term incentives plan (LTIP 2013) effective as of the second half of the month of April.

CURRENT TEXT	PROPOSED TEXT
<b>Article 9</b>	<b>Article 9</b>
<p><b>9.1</b> The amount of the items appearing under shareholders' equity is as shown below:</p> <ul style="list-style-type: none"> <li>a) share capital includes €1,089,811,297.90 attributed to Life Insurance and €467,061,985.10 attributed to Damages Insurance;</li> <li>b) the share premium reserve includes €2,497,775,151.00 attributed to Life Insurance and €1,070,475,064.72 attributed to Damages Insurance;</li> <li>c) revaluation reserves include €926,828,357.24 attributed to Life Insurance and €1,084,006,294.75 attributed to Damages Insurance;</li> <li>d) the legal reserve includes €217,962,259.58 attributed to Life Insurance and €93,412,397.02 attributed to Damages Insurance;</li> <li>e) reserves for treasury shares and the parent company's shares are allocated to Damages Insurance only, and amount to €2,931,799.14;</li> <li>f) other reserves include €2,527,847,096.34 attributed to Life Insurance and €3,985,690,262.21 attributed to Damages Insurance.</li> </ul>	<p><b>9.1</b> The amount of the items included in shareholders' equity is as shown below:</p> <ul style="list-style-type: none"> <li>a) share capital includes €1,089,811,297.90 attributed to Life Insurance and €467,061,985.10 attributed to Damages Insurance;</li> <li>b) the share premium reserve includes €2,497,775,151.00 attributed to Life Insurance and €1,070,475,064.72 attributed to Damages Insurance;</li> <li>c) revaluation reserves include €926,828,357.24 attributed to Life Insurance and €1,084,006,294.75 attributed to Damages Insurance;</li> <li>d) the legal reserve includes €217,962,259.58 attributed to Life Insurance and €93,412,397.02 attributed to Damages Insurance;</li> <li>e) reserves for treasury shares and the parent company's shares are allocated to Damages Insurance only, and amount to <b>€1,814,771.52</b>;</li> <li>f) other reserves include €2,527,847,096.34 attributed to Life Insurance and <b>€3,790,514,496.60</b> attributed to Damages Insurance.</li> </ul>
<p><b>9.2</b> The items included in shareholders' equity do not include any statutory reserves or any profits and/or losses carried over.</p>	<p><b>9.2</b> The items included in shareholders' equity do not include any statutory reserves or any profits and/or losses carried over.</p>



In relation to the above, below is a draft resolution of the Shareholders' Meeting reflecting an expression of the shareholders' intention based on the above proposal, the above considerations remaining in effect regarding updating of the amounts of share capital to the amounts in effect at the time of the meeting.

“The **Shareholders' Meeting** of Assicurazioni Generali S.p.A., meeting in the Palazzo dei Congressi della Stazione Marittima in Trieste at Molo Bersaglieri 3, duly called and qualified to pass resolutions, in an ordinary session under section 2369 of the Civil Code and article 21 of the Company's Articles of Association,

- in view of article 5 of ISVAP Regulation no. 17 of 11 March 2008;
- in view of the financial statement for the year ending on 31 December 2015;

#### hereby resolves

to amend art. 9.1 of the Company's Articles of Association with a change to the first paragraph so that it reads as follows: “9.1 *The amount of the items appearing under shareholders' equity is as shown below: a) share capital includes €1,089,811,297.90 attributed to Life Insurance and €467,061,985.10 attributed to Damages Insurance; b) the share premium reserve includes €2,497,775,151.00 attributed to Life Insurance and €1,070,475,064.72 attributed to Damages Insurance; c) revaluation reserves include €926,828,357.24 attributed to Life Insurance and €1,084,006,294.75 attributed to Damages Insurance; d) the legal reserve includes €217,962,259.58 attributed to Life Insurance and €93,412,397.02 attributed to Damages Insurance; e) reserves for treasury shares and the parent company's shares are attributed to Damages Insurance only, amounting to €1,814,771.52; f) other reserves include €2,527,847,096.34 attributed to Life Insurance and €3,790,514,496.60 attributed to Damages Insurance.*”.

Milan, 17 March 2016

THE BOARD  
OF DIRECTORS

# Report of the Board of Directors to the Shareholders' Meeting

## AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION

**Approval of amendment to art. 28 of the Company's Articles of Association in extraordinary session. Related and consequent resolutions. Awarding of powers.**

Shareholders,

the Company's Articles of Association state that the Board of Directors is composed of no less than 11 and no more than 21 members, appointed by the Shareholders' Meeting after determining their number.

At the time of appointment of the Board of Directors in 2013, the Shareholders' Meeting decided to reduce the number of Board members from 19, the number set in 2010, to 11.

The decision was made on the basis of the Board's own opinions, with the aim of achieving good corporate governance through on-going benchmarking with international best practice, with constant reference to the Self-Discipline Code regarding the formation of committees within the Board.

But over the past three years the company's administrative body has more than once found

itself in circumstances in which it was not possible to immediately replace a Director who resigned. While the Board's recommendation is to confirm 11 as the appropriate number of members of the Board of Directors, in view of the fact that 11 is currently the minimum number permitted under the Company's Articles of Association, the proposed amendment to the Articles is intended to apply in the circumstance that, for reasons contingent on the unavailability of an immediate replacement for any director who might resign, the Company will have less than the minimum number of Directors, which is also the number considered appropriate for proper functioning of the Board.

In view of this, we therefore propose a number of amendments to the text of articles 28.1 and 28.10 of the Company's Articles of Association, as shown in the table below.

CURRENT TEXT	PROPOSED TEXT
<b>Article 28</b>	<b>Article 28</b>
<b>28.1</b> The Company is administered by a Board composed of no less than 11 and no more than 21 members appointed by the Shareholders' Meeting after determining their number.	<b>28.1</b> The Company is administered by a Board composed of no <b>less than 10</b> and no more than 21 members appointed by the Shareholders' Meeting after determining their number.
<i>o m i s s i s</i>	<i>o m i s s i s</i>

<p><b>28.10</b> Directors are elected as follows:</p> <p>a) all the Directors to be elected will be taken from the list which obtained the most votes from Shareholders, on the basis of the progressive number in which the candidates appear in the list, with the exception of those who must be taken from the second list in accordance with the requirements of letter b) below. If the number of Directors of the less represented gender taken from this list is less than the minimum required under current legislation, the elected candidate with the highest progressive number of the most represented gender will be eliminated. The excluded candidate will be replaced by the next candidate of the less represented gender, taken from the same list as the excluded candidate. If it is not possible to obtain the necessary number of Board members of the less represented gender from the list with the most votes, the missing members will be appointed by majority vote of the Shareholders' Meeting;</p> <p>b) one, two or three Directors, depending whether the number of members of the Board of Directors determined by the Shareholders' Meeting is <u>11</u>, between 12 and 15 members, or more than 15 members, will be taken, on the basis of the progressive number with which candidates appear in the list, from the list which – without taking into account the votes of shareholders who are related, even indirectly, to those who presented or voted for the list which ranks first in terms of the number of votes – obtained the greatest number of votes after the one that came first;</p>	<p><b>28.10</b> Directors are elected as follows:</p> <p>a) all the Directors to be elected will be taken from the list which obtained the most votes from Shareholders, on the basis of the progressive number in which the candidates appear in the list, with the exception of those who must be taken from the second list in accordance with the requirements of letter b) below. If the number of Directors of the less represented gender taken from this list is less than the minimum required under current legislation, the elected candidate with the highest progressive number of the most represented gender will be eliminated. The excluded candidate will be replaced by the next candidate of the less represented gender, taken from the same list as the excluded candidate. If it is not possible to obtain the necessary number of Board members of the less represented gender from the list with the most votes, the missing members will be appointed by majority vote of the Shareholders' Meeting;</p> <p>b) one, two or three Directors, depending whether the number of members of the Board of Directors determined by the Shareholders' Meeting is <b>less than 12</b>, between 12 and 15 members, or more than 15 members, will be taken, on the basis of the progressive number with which candidates appear in the list, from the list which – without taking into account the votes of shareholders who are related, even indirectly, to those who presented or voted for the list which ranks first in terms of the number of votes – obtained the greatest number of votes after the one that came first;</p>
<i>o m i s s i s</i>	<i>o m i s s i s</i>

In view of the above, below is the draft resolution of the Shareholders' Meeting, reflecting, as an expression of the shareholders' intention, the content of the proposal described above.

“The **Shareholders' Meeting** of Assicurazioni Generali S.p.A., meeting in the Palazzo dei Congressi della Stazione Marittima in Trieste at Molo Bersaglieri 3, duly called and qualified to pass resolutions, in an ordinary session under section 2369 of the Civil Code and article 21 of the Company's Articles of Association,

**hereby resolves**

to amend art. 28.1 of the Company's Articles of Association to read as follows: “**28.1** *The Company is administered by a Board composed*

*of no less than 10 and no more than 21 members appointed by the Shareholders' Meeting after determining their number.”* and to amend art. 28.10, letter b), of the Company's Articles of Association to read as follows: “**28.10 b)** *one, two or three Directors, depending whether the number of members of the Board of Directors determined by the Shareholders' Meeting is less than 12, between 12 and 15 members, or more than 15 members, will be taken, on the basis of the progressive number with which candidates appear in the list, from the list which – without taking into account the votes of shareholders who are related, even indirectly, to those who presented or voted for the list which ranks first in terms of the number of votes – obtained the greatest number of votes after the one that came first;...*”

Milan, 17 March 2016

THE BOARD  
OF DIRECTORS



Assicurazioni Generali S.p.A.



## INFORMATION DOCUMENT

On the Generali's Group Long-Term  
Incentive Plan  
"LTI Plan 2016"

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## INTRODUCTORY NOTE

Assicurazioni Generali S.p.A. (“GENERALI” or the “COMPANY”), in compliance with what provided by Articles 114-*bis* of the ICFA and 84-*bis*, paragraph 1, of the ISSUERS’ REGULATION, and by Scheme no. 7 of Annex 3A to the ISSUERS’ REGULATION, hereby provides its shareholders and the financial community with a broad informative framework on the long-term incentive plan, “LTI Plan 2016” (hereinafter, the “PLAN”) for the grant, free of charge, of ordinary shares of GENERALI to the MANAGING DIRECTOR/GROUP CEO, to the General Manager, to the most important management positions and to other key officers of GENERALI and of the GENERALI GROUP, as identified by the ADMINISTRATIVE BODY within the structure of the COMPANY and of the GENERALI GROUP among those who are vested with strategic responsibilities for the achievement of corporate goals.

The PLAN aims to enhance and reflect the medium long-term performance targets of the GENERALI GROUP in the definition of the variable remuneration of the aforementioned parties, for

the purposes described in detail hereinafter as well as in the REMUNERATION REPORT of GENERALI.

In order to implement the PLAN, the SHARES that are to be assigned free of charge to the BENEFICIARIES will be acquired, either wholly or in part, from the provision of treasury shares that the COMPANY may acquire in application of the shareholders’ meeting authorisations, pursuant to Articles 2357 and 2357-*ter* of the Civil Code, and/or from any specific share capital increase with no subscription price - using the profits and/or profit reserves - pursuant to Article 2349, paragraph 1, of the Civil Code, in the terms illustrated below.

This information document is at public disposal at the registered office of GENERALI, located in Trieste, Piazza Duca degli Abruzzi, no. 2, at the system SDIR-NIS for the transmission of the Regulated Information managed by Blt Market Services, at [www.emarketstorage.com](http://www.emarketstorage.com) and on the COMPANY’S website: [www.generali.com](http://www.generali.com).

## DEFINITIONS

DIRECTORS	the directors of GENERALI and GENERALI GROUP, having executive and/or managerial powers;	CORPORATE GOVERNANCE CODE:	the code of conduct of Listed Companies;
SHAREHOLDERS' MEETING:	the meeting of GENERALI shareholders that shall approve the PLAN;	REMUNERATION COMMITTEE:	the committee recommended by the CORPORATE GOVERNANCE CODE whose composition and functions are described in the Report on Corporate Governance and Ownership Structures, as referred to in Article 123-bis of the ICFA, approved by the ADMINISTRATIVE BODY and made public on an annual base;
SHARES:	the "Assicurazioni Generali S.p.A. ordinary shares", listed on the "MTA" market organized and managed by Borsa Italiana S.p.A., each with a par value of 1.00 (one/00) Euro;		
BENEFICIARIES:	the beneficiaries of this Plan that will be identified at sole discretion of the ADMINISTRATIVE BODY, at the plan start or during the relevant three-years period, among the Directors and the Employees of GENERALI or of GENERALI GROUP with strategically significant functions at GENERALI or GENERALI GROUP with a view to the creation of value. In the process of identifying the BENEFICIARIES, the ADMINISTRATIVE BODY will also take into account the suitability of the functions or of the activities carried out by the GENERALI GROUP'S DIRECTORS and EMPLOYEES to have a significant impact on the risk profile of GENERALI or of the GENERALI GROUP, considering the position held, the degree of responsibility, the hierarchical level, the activity carried out, the powers granted, the amount of remuneration paid, the possibility to take risks, generate profits or impacts on other accounting entries for significant amounts. The ADMINISTRATIVE BODY, by implementing the PLAN, will specifically identify the BENEFICIARIES, also determining the OBJECTIVES and the number of SHARES which can be assigned;	APPROVAL DATE:	the date of approval of the this PLAN by the SHAREHOLDERS' MEETING;
		EMPLOYEES:	the executives and employees who currently work for GENERALI or a company of GENERALI GROUP either under open-ended or fixed-term contracts, excluding all forms of independent contractors or consultants;
		INFORMATION DOCUMENT:	this information document, drafted in compliance with and for the purposes of Article 84-bis, paragraph 1, of the ISSUERS' REGULATION;
		ECONOMIC SOLVENCY RATIO:	the ratio between the Eligible Own Funds to the Risk Adjusted Capital (RAC). RAC is defined as the capital amount required to fulfil the obligations to the policyholders in the event of extreme risks (stress scenarios in a one year horizon) according to a given confidence level. This confidence level is set at 99.5%, which is in line with the capital requirements set by the Solvency II regulation. Therefore, an Economic Solvency Ratio of 100% corresponds to



	a default probability of exactly 0.5% in one year, whereas a higher ratio implies a lower default probability;	ISSUERS' REGULATION:	the regulations adopted by CONSOB by means of Resolution no. 111971 of 14 May 1999, as subsequently amended and integrated;
GENERALI OF the COMPANY:	Assicurazioni Generali S.p.A., with registered office at Trieste, Piazza Duca degli Abruzzi no. 2, enrolled in the Registry of Insurance and Reinsurance Businesses with registered number no.1.00003, parent company of Generali Group, enrolled in the Insurance Group Registry with registered number no. 026;	RELATIVE TSR:	the total return on the shareholder investment calculated as a variation in the shares' market price, including distributions or dividends reinvested in the shares, as compared to the peer group represented by the STOXX Euro Insurance index;
MANAGING DIRECTOR/ GROUP CEO:	the person mainly in charge of the management of GENERALI and GENERALI GROUP;	RETURN ON EQUITY (ROE):	operative net result net of financial burden and taxes divided by the average of the adjusted capital, as defined in the "Methodological note on alternative performance indicators" in the Management Report;
GENERALI GROUP:	GENERALI and the companies under Italian and foreign law subject, directly or indirectly, to the control of GENERALI, pursuant to Article 2359 of the Italian Civil Code;	PARTICIPATION FORM:	the form given by GENERALI to BENEFICIARIES, (i) indicating the OBJECTIVES - referred to GENERALI GROUP and/or to the individual BENEFICIARIES - subject to the achievement of which the SHARES are granted; (ii) the subscription and the return of which to GENERALI on behalf of the BENEFICIARIES will constitute full and unconditional adherence to the PLAN;
OBJECTIVES:	the performance indicators specified by the ADMINISTRATIVE BODY and set out in the PARTICIPATION FORM of each BENEFICIARY, subject to the achievement of which the SHARES are granted to each BENEFICIARY, and based on which the respective total number of shares to be granted is determined;	PLAN ADMINISTRATOR:	Banca Generali S.p.A. with registered office in Trieste, Via Niccolò Machiavelli no. 4, Tax Code and Trieste Registry of Businesses no.00833240328, or any other entity that may be identified for the same purpose by the ADMINISTRATIVE BODY;
ADMINISTRATIVE BODY:	the Board of Directors of GENERALI;		
RELATIONSHIP:	the employment relationship or directorship in place between the Beneficiary and GENERALI and/or another company of GENERALI GROUP;	CASH SETTLEMENT:	the cash amount which GENERALI may, discretionary, grant also to single BENEFICIARIES in place - fully or partially - of the SHARES that should be granted to them, calculated on the basis of the average official SHARES
REMUNERATION REPORT:	the report prepared by GENERALI in compliance with Article 123-ter of the ICFA, as well as with Article 6 of ISVAP Regulation 39/2011;		

price on the "MTA" market - as ascertained by Borsa Italiana S.p.A. - in the month prior to SHARES GRANT, or, in case the SHARES should no longer be listed, on the basis of their normal value pursuant to Article 9 of the Presidential Decree of 22 December 1986, no. 917, as

ICFA

determined by an independent expert appointed by GENERALI;

the Italian Consolidated Financial Act, *i.e.* Legislative Decree no. 58 of 24 February 1998 and subsequent amendments and additions.

## 1. BENEFICIARIES

### 1.1 The names of the beneficiaries who are members of the board of directors or of the management board of the company issuing financial instruments, the company controlling the issuer and the companies that the issuer either directly or indirectly controls

The PLAN'S BENEFICIARIES are the MANAGING DIRECTOR/GROUP CEO and the General Manager and other possible DIRECTORS with executive and managerial functions of GENERALI or of the GENERALI GROUP, as identified by the ADMINISTRATIVE BODY coherently with the strategic objectives of GENERALI GROUP in terms of value creation, as well as with the objectives of the remuneration policy set out in the REMUNERATION REPORT.

The indication of the names of the BENEFICIARIES that are part of the ADMINISTRATIVE BODY of GENERALI or of other companies of the GENERALI GROUP who will be identified by the ADMINISTRATIVE BODY and the other information required by paragraph 1 of the Scheme no. 7, Annex 3A of the ISSUERS' REGULATION, will be provided pursuant to the procedures and terms set forth in article 84-*bis*, paragraph 5, point a), of the ISSUERS' REGULATION.

### 1.2 The categories of employees or consultants of the issuer of the financial instruments and of the parent companies or the subsidiaries of that issuer

The BENEFICIARIES of the PLAN include the managers with strategic responsibilities - including the managers belonging to the *Group Management Committee* (GMC), the manager with direct report to the MANAGING DIRECTOR/GROUP CEO and the General Manager (not included in the GMC) and other managers who are members of the

*Global Leadership Group* (GLG) - as well as the other EMPLOYEES of GENERALI or of GENERALI GROUP, selected by the ADMINISTRATIVE BODY on a discretionary basis in consideration of the significance of their role in the achievement of the strategic objectives of GENERALI GROUP.

The indication of the categories of the BENEFICIARIES that will be identified by the ADMINISTRATIVE BODY among the above mentioned subjects as well as the other information required by paragraph 1 of the Scheme no. 7, Annex 3A of the ISSUERS' REGULATION, will be provided pursuant to the procedures and terms set forth in article 84-*bis*, paragraph 5, point a), of the ISSUERS' REGULATION.

### 1.3 The indication of the names of the parties who will benefit from the plan belonging to the following groups:

a) *general managers of the financial instrument issuer;*

The PLAN'S BENEFICIARIES include also the General Manager.

b) *other managers with strategic responsibilities of the financial instrument issuer which is not of a "lesser significance", pursuant to Article 3, point 1, letter f), of Regulation no. 17221 of 12 March 2010, in the event that they have received overall remuneration during the last fiscal year (obtained by adding their monetary remuneration and the remuneration based on financial instruments) greater than the highest overall compensation among those paid to the members of the board of directors or the management board, and to the General Managers of the financial instrument issuer;*

Not applicable: there are no managers with strategic responsibilities who have received overall remuneration during the last fiscal year, greater than the highest total compensation assigned to the relevant member as per this paragraph 1.3 (the MANAGING DIRECTOR/GROUP CEO).

*c) Natural persons controlling the financial instrument issuer, who are employees or who work as staff in the financial instrument issuer.*

Not applicable: GENERALI is not under the control of any natural person according to the applicable law.

#### 1.4 Description and numerical indication, separated by categories:

*a) of the managers with strategic responsibilities different from those indicated under letter b) of Paragraph 1.3;*

Among the PLAN's BENEFICIARIES are included the managers with strategic responsibilities, as defined in the REMUNERATION REPORT. The indication of the BENEFICIARIES who will be identified by the ADMINISTRATIVE

BODY among the managers with strategic responsibilities as well as the other information required by paragraph 1 of the Scheme no. 7, Annex 3A of the ISSUERS' REGULATION, will be provided pursuant to the procedures and terms set forth in article 84-bis, paragraph 5, point a), of the ISSUERS' REGULATION.

*b) for the "smaller sized" companies, pursuant to Article 3, point 1, letter f), of Regulation n. 17221 of 12 March 2010, the indication in aggregate of all managers with strategic responsibilities of the issuer of financial instruments;*

Not applicable: GENERALI is not a "smaller sized" company.

*c) of any other possible categories of employees or consultants for which differentiated plan features have been provided for (e.g. senior managers, middle managers, other employees, etc.).*

Not applicable: there are no categories for which different PLAN features have been provided.

## 2. THE REASONS FOR ADOPTION OF THE PLAN

### 2.1 The objectives intended to be achieved by awarding the plans

The PLAN, in line with the applicable regulations as well as the best practices (including the recommendations of the CORPORATE GOVERNANCE CODE), intends to pursue the objective of increasing the value of GENERALI SHARES meanwhile aligning, the economic interest of its BENEFICIARIES to those of the shareholders. The PLAN has the following objectives:

- to determine a connection with the component of variable remuneration linked to the medium-long term objectives and the value's creation for the shareholder, taking into account the group's sustainability and the results actually achieved;
- to develop the culture of performance in accordance with the Group philosophy;
- to contribute to the creation of a balanced mix between fixed and variable

elements of the BENEFICIARIES' remuneration;

- to obtain the management's loyalty at GENERALI GROUP's level.

In particular, the PLAN aims to strengthen the link between the remuneration of the potential BENEFICIARIES and expected performance under the GENERALI GROUP's strategic plan (so-called absolute performance), also retaining the link between remuneration and the creation of value relative to a peer group (so-called relative performance).

To achieve these objectives, the following decisions have been taken:

- pay the incentive in the form of SHARES and only at the achievement of specific OBJECTIVES;
- link the incentive to the share value resulting from the average price of the SHARES in the three months prior to approval, by the ADMINISTRATIVE BODY,

of the draft financial statements and the consolidated financial statements relating to the financial year related to the preceding year;

- define a three years' time vesting period;
- provide specific malus and claw-back clauses;

## 2.2 Key variables, also in the form of performance indicators considered for the purposes of awarding the plans based on financial instruments

The PLAN provides that the number of SHARES actually assigned is directly linked to the achievement of the OBJECTIVES identified by the ADMINISTRATIVE BODY.

While determining the OBJECTIVES, the ADMINISTRATIVE BODY focuses on the identification of at least two OBJECTIVES to be simultaneously achieved in order to assign the SHARES. They are defined using performance indicators related to the results of GENERALI and/or the GENERALI GROUP. These indicators correspond to objectively measurable parameters, such as the relative *Total Shareholders' Return (Relative TSR)* or the *Return on Equity (ROE)*.

At the end of the PLAN's three years' period, the assigned SHARES will be permanently assigned to the BENEFICIARIES in a single solution (without prejudice, in any case, to the provisions set forth in the following paragraphs 4.6 and 4.8).

The PLAN also provides the possibility of assigning additional SHARES to the BENEFICIARIES according to a so-called *dividend equivalent* principle. Should the SHAREHOLDERS' MEETING resolve upon the distribution of dividends in favour of the shareholders during the three-year reference period, at the expiry of such three-year reference period, and additional number or SHARES will be assigned in favour of the BENEFICIARIES, as identified by the ADMINISTRATIVE BODY, to be determined on the basis of the amount of the overall dividends distributed during the three-year reference period.

The additional number of SHARES thus determined shall be assigned simultaneously and in relation with the other SHARES assigned in favour of each BENEFICIARY, subject to the same *holding* periods described below and determined considering the SHARES' value at the awarding of the plan,

to be calculated as the average of the three months prior to approval, by the ADMINISTRATIVE BODY, of the draft financial statements and the consolidated financial statements with regard to the financial year related to the preceding year.

## 2.3 Factors on which the scale of compensation based on financial instruments is determined, or the criteria for determining this

The maximum number of SHARES which can be assigned at the end of the PLAN's three years' period is calculated by dividing the maximum award amount (calculated as a percentage of the recurring annual gross remuneration) by the SHARE value, calculated as the average of the three months prior to the approval by the ADMINISTRATIVE BODY of the financial statements' and consolidated financial statements' draft of the year before the beginning of the PLAN's three years' period.

The number of SHARES may be reduced to a minimum level (which is also calculated as a percentage of the recurring annual gross remuneration), below which no SHARE shall be assigned.

The SHARES that can be assigned are divided into three *tranches*, one for each of the three years of the PLAN, which are determined at respective percentage rates of 30%-30%-40%.

Each year the level of achievement of the OBJECTIVES set for the three years of the PLAN period is verified, in order to determine the SHARES' number to be assigned for each *tranche*.

The sum of the SHARES set aside in each of the three years will be finally assigned only at the end of the PLAN's three year period, after an overall evaluation of the achievement of the OBJECTIVES which then takes into account the performance not only on annual basis but over three years as well.

The BENEFICIARIES and the number of SHARES that may be assigned to each of them are determined by the ADMINISTRATIVE BODY at its sole discretion.

GENERALI can decide not to assign to the BENEFICIARIES, in whole or in part, the

SHARES, if there is a significant deterioration in the GENERALI's financial position, ascertained by GENERALI's ADMINISTRATIVE BODY. GENERALI further reserves the right to ask BENEFICIARIES to return the SHARES, in whole or in part, where the results turn out not to be sustainable or to result from negligent or seriously culpable conduct ascribable to the BENEFICIARIES.

GENERALI may decide not to grant the SHARES to the BENEFICIARIES, in whole or in part, if a significant detriment of the financial or the monetary situation of GENERALI occurs, as ascertained by the ADMINISTRATIVE BODY of GENERALI. GENERALI also reserves its right to ask the BENEFICIARIES to refund, in whole or in part, of the SHARES granted, if the results achieved prove to be non-lasting or effective as a result of a fraudulent or grossly negligent conduct attributable to the BENEFICIARIES.

Moreover, GENERALI has the right to grant also to single BENEFICIARIES in place of - full or partial - allocation of SHARES - a CASH SETTLEMENT (without prejudice to the other relevant terms and conditions applicable for the PLAN), on the basis of a resolution that the ADMINISTRATIVE BODY (or the delegated body in charge) may take at its sole discretion.

In line with European legislation (Solvency II), GENERALI shall require to the BENEFICIARIES - through special clauses included in the contractual documentation regulating the PLAN - not to use personal hedging strategies or insurance coverage (so-called hedging) that may alter or affect the risk alignment effects implicit in the PLAN.

Furthermore, even if the OBJECTIVES are met, should the ECONOMIC SOLVENCY RATIO

### 3. APPROVAL PROCEDURE AND INSTRUMENT ASSIGNMENT SCHEDULE

#### 3.1 Context of powers and functions delegated by the Shareholders' Meeting to the Board of Directors in order to implement the plan

The SHAREHOLDERS' MEETING is called to approve the PLAN that provides for the free assignment of SHARES to the BENEFICIARIES

index be lower than 130%, or the other percentage established by the ADMINISTRATIVE BODY from time to time, GENERALI may not assign the SHARES - in whole or in part - to the BENEFICIARIES.

#### 2.4. The reasons behind any decision to ascribe compensation plans based on financial instruments not issued by the issuer of financial instruments, such as financial instruments issued by subsidiaries or parent companies or third party companies in respect of the group they belong to; when the aforesaid instruments are not traded on regulated markets, information on the criteria used to determine the value ascribable to them

Not applicable. The PLAN does not envisage recourse to such financial instruments.

#### 2.5 Assessments concerning significant tax and accounting implications which have affected the decision taken on the plans

Not applicable: there are no significant tax and accounting implications affecting the definition of the PLAN.

#### 2.6 Any support for the plan by the Special Fund for Incentivising the Participation of Workers in Businesses, as at article 4, paragraph 112, of Law no. 350 of 24 December 2003

Not applicable: the PLAN does not receive any support from the Special Fund for Incentivising the Participation of Workers in Businesses, as at article 4, paragraph 112, of Law no. 350 of 24 December 2003.

by the ADMINISTRATIVE BODY.

The maximum number of SHARES that can be assigned under the PLAN is 10.000.000.

The SHARES pertaining to the PLAN will be taken, in whole or in part:

- (i) from the treasury stocks' supply pos-

sibly purchased by the COMPANY in execution of the SHAREHOLDERS' MEETINGS' authorizations pursuant to Articles 2357 and 2357-ter of the Italian Civil Code; and/or

- (ii) from any specific capital increases with no subscription price - through the use of profits and/or profit reserves - pursuant to Article 2349, paragraph 1, of the Italian Civil Code.

For this purpose the SHAREHOLDERS' MEETING which was called to approve the PLAN, will also decide on a treasury stock purchase plan and on the delegation of powers to the Board of Directors to freely increase the share capital, pursuant to Article 2349, paragraph 1, of the Italian Civil Code.

What precedes, addresses the need to provide greater flexibility, in implementing the PLAN, assuring to the ADMINISTRATIVE BODY the ability to identify the methods of procurement or issue of the SHARES pertaining to the PLAN that better comply with maximum efficiency criteria.

### 3.2 Indication of the parties appointed to administer the plan and their functions and powers

The ADMINISTRATIVE BODY is the party appointed to administer the PLAN. The ADMINISTRATIVE BODY may rely on the business functions to the extent of their competence and also delegate its powers to the MANAGING DIRECTOR/GROUP CEO or to other board members.

Within the ADMINISTRATIVE BODY, the REMUNERATION COMMITTEE advances the proposals concerning remuneration matters - also with regard to the variable component deriving from the PLAN - of the MANAGING DIRECTOR/GROUP CEO and, in general, of the DIRECTORS with specific functions. Furthermore, the REMUNERATION COMMITTEE provides its opinion regarding the remuneration in favor of the other managers with strategic responsibilities, after the relative proposal of the MANAGING DIRECTOR/GROUP CEO is presented.

### 3.3 Any existing procedures to review plans, also in respect of any changes in basic objectives

In the first year of the PLAN's three years'

period, the ADMINISTRATIVE BODY defines the OBJECTIVES, in consideration of - *inter alia* - GENERALI GROUP's strategic plans.

The ADMINISTRATIVE BODY can amend and integrate the PLAN, the PLAN's Regulations and/or the PARTICIPATION FORMS, autonomously and without any further approval by the SHAREHOLDERS' MEETING. These amendments and integrations are those deemed necessary or appropriate as a consequence of factors that may affect the SHARES, GENERALI and/or GENERALI GROUP and/or the PLAN and/or the OBJECTIVES (including, but not limited to, extraordinary transactions regarding GENERALI and/or GENERALI GROUP, capital transactions, legislative changes or alterations to the group scope, compliance with specific sector or foreign country regulations applicable for single GENERALI GROUP companies, material changes in the macroeconomic conditions or in the international monetary policy), in order to maintain unchanged - on a discretionary basis and anyway to the extent permitted by the law from time to time applicable - the substantive and financial aspects of the PLAN.

### 3.4 Description of the procedures whereby the availability and assignment of the financial instruments on which the plans are based are determined (e.g.: free assignment of shares, increases in capital excluding the option right or right to purchase or sell own shares)

In order to guarantee greater flexibility, the SHARES free assignment in implementing the PLAN will be obtained through: (i) treasury stocks deriving from purchases authorized by the SHAREHOLDERS' MEETING, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code; or (ii) SHARES deriving from capital increases with no subscription price - through the use of profits and / or profit reserves - pursuant to Article 2349, paragraph 1, of the Italian Civil Code.

The ADMINISTRATIVE BODY decides, according to the specific requirements for implementing the PLAN, which - among the above mentioned instruments - will be actually used, in order to ensure the best resource efficiency of GENERALI and/or of GENERALI GROUP.

### 3.5 The role played by each director in deter-

mining the characteristics of the plans as mentioned; any recurrence of conflict of interest concerning the directors in question

No DIRECTOR of GENERALI or of GENERALI GROUP participates in the resolutions adopted by the ADMINISTRATIVE BODY for that part of the PLAN which concerns him/her.

**3.6 As required by Art. 84-bis, paragraph 1, the date of the decision adopted by the body with authority to submit the plans and any Remuneration Committee proposal for approval by the General Shareholders' Meeting**

The REMUNERATION COMMITTEE examined the PLAN during its meetings of 2 December 2015 and 11 March 2016 releasing a positive opinion and resolved to submit it to the ADMINISTRATIVE BODY'S approval.

The ADMINISTRATIVE BODY, at its meetings of December 2nd 2015 and March 17th 2016, following the positive opinion of the REMUNERATION COMMITTEE, resolved to approve the PLAN'S proposal and to submit it to the SHAREHOLDERS' MEETING approval.

**3.7 As required by Art. 84-bis, paragraph 5, letter a), the date of the decision adopted by the body with authority over the granting of the instruments and of any proposal made to the said body by the Remuneration Committee, if any**

The PLAN is submitted for approval to the SHAREHOLDERS' MEETING called in Trieste on 26 April 2016 (ordinary and extraordinary meeting, on first call) and, if necessary, on 27 April 2016 (extraordinary meeting, on second call) and, if necessary, on 28 April 2016 (ordinary meeting, on second call and extraordinary meeting, on third call). SHARES' assignment is resolved by the ADMINISTRATIVE BODY, once the OBJECTIVES' achievement has been verified (as detailed in paragraph 2.2).

**3.8 The market price, registered on previous dates, for the financial instruments on which the plan is based, if traded on regulated markets**

Not applicable.

**3.9 In the case of plans based on financial**

**instruments traded on regulated markets, in what time periods and according to what terms does the issuer take into account possible coincident timing between the following elements in identifying the timing of the granting of the instruments in implementing the plan:**

- i) *the mentioned grant or any decisions adopted with this regard by the Remuneration Committee; and*
- ii) *the disclosure of any relevant information pursuant to Art. 114, paragraph 1, for example in cases in which such information is:*
  - a. *not already public and suitable for positively influencing market prices, or*
  - b. *already public and suitable for negatively influencing market prices.*

Some of the PLAN'S BENEFICIARIES are subjected to the obligations under the so-called *internal dealing* discipline, Articles 114 of the ICFA and 152-sexies of the ISSUERS' REGULATION. They are therefore required, upon the occurrence of the cases mentioned in the ICFA and by the ISSUERS' REGULATION, to provide timely information to the market on relevant transactions - pursuant to the said regulations - made on the SHARES.

That having been said, the Group provisions of the "*Internal Dealing Procedure/ Management and communication to the public of the Generali Group's privileged information and share trading operations*", which GENERALI has adopted, provide that such parties may not carry out relevant transactions on SHARES within some black-out periods, i.e. within 15 days prior to the date of board meetings at which:

- the draft separate and consolidated financial statements of GENERALI or the semi-annual financial reports are examined;
- a dividend distribution proposal is made;
- the interim management report at 31 March and 30 September of each year are examined.

The text of the "*Internal Dealing Procedure/ Management and communication to the public of the Generali Group's privileged information and share trading operations*" identifying the internal dealers of the COMPANY is available on the COMPANY'S website at [www.generali.com](http://www.generali.com).

## 4. FEATURES OF THE ASSIGNED INSTRUMENTS

### 4.1. Description of the manners in which financial instrument-based remuneration plans are structured, for example, indicating whether the plan is based on the granting of financial instruments (i.e. restricted stock awards); the increase in value of such instruments (i.e. phantom stock), the granting of option rights that allow for subsequent purchase of the financial instruments (i.e. option grant) with settlement by physical delivery (i.e. stock option) or in cash based on a differential (i.e. stock appreciation right)

Granting of SHARES to PLAN BENEFICIARIES as restricted stock.

### 4.2 Indication of the effective period for implementation of the plan with reference also to any different cycles planned

The PLAN is implemented starting from the DATE OF APPROVAL.

The PLAN has a three year performance period 2016-2018 and an additional sale restriction period on the granted SHARES as described below.

### 4.3 The term of the plan

The effective period of the PLAN shall run from the DATE OF APPROVAL until the end of the PLAN's three years' period.

### 4.4 The maximum number of financial instruments, including in the form of options, granted in any fiscal year in relation to parties identified by name or in the categories indicated

The maximum number of SHARES that may be assigned to the BENEFICIARIES of the PLAN is 10,000,000.

The number of SHARES that can be assigned to each BENEFICIARY is determined by the ADMINISTRATIVE BODY.

The actual number of SHARES to be assigned to each BENEFICIARY will depend on the OBJECTIVES being met.

The SHARES' assignment will take place

only at the end of the PLAN's third year.

The SHARES which will be assigned during the implementation of the PLAN shall be communicated pursuant to art. 84-bis, paragraph 5, point a), of the ISSUERS' REGULATION.

### 4.5 The terms and clauses for implementation of the plan, specifying whether the actual granting of the instruments is subject to the occurrence of conditions or to the achievement of given results, including performance results; describing such conditions and results

Please refer to paragraph 2.2.

### 4.6 Indication of any disposal restrictions encumbering the instruments granted or the instruments deriving from the exercise of options, with particular reference to the time periods during which subsequent transfer to the company itself or to third parties is allowed or prohibited

The SHARES granted to the BENEFICIARIES will be freely sellable under the following terms and conditions:

- 50% will be immediately sellable (in order to enable the beneficiaries to bear the tax charges related to the grant);
- the other 50% will be subject to sale restrictions for a period of two years.

The sale restrictions will begin on the date on which the SHARES are registered on the current account in the name of the BENEFICIARIES at the PLAN ADMINISTRATOR.

After the expiry date of the periods in which sales are restricted as described above, the DIRECTORS who are granted SHARES, in compliance with the recommendations of the CORPORATE GOVERNANCE CODE, shall have the obligation of continuously holding - until the end of the DIRECTORS' mandate existing at the end of the periods in which sales are restricted - a percentage of the SHARES assigned to them, the amount of which shall be set by the ADMINISTRATIVE BODY. These SHARES will be subject to non-transferability restrictions - and therefore may not be sold, assigned, exchanged, carried forward,



or otherwise be transferred to any living person – until the end of the abovementioned time periods, unless authorized by the ADMINISTRATIVE BODY, which may also order SHARES to remain in custody.

In the event that the employment relationship or the administrative relationship is terminated, the ADMINISTRATIVE BODY can re-define the terms and conditions of all of the above-mentioned restrictions of sales, possibly also considering the overall remuneration of the interested BENEFICIARY, or also by referring to SHARES granted in execution of other incentive plans.

**4.7 Description of any resolutive conditions in relation to plan grants in the event that the beneficiaries engage in hedging transactions which allow to neutralize any prohibitions on the sale of the financial instruments granted, including in the form of options, or of the financial instruments deriving from the exercise of such options**

In case of violation of hedging prohibition by a BENEFICIARY (see. above par. 2.3), the ADMINISTRATIVE BODY may consider the adoption of deemed most appropriate measures, including the forfeiture from the BENEFICIARY of the right to receive SHARES.

**4.8 Description of the effects caused by termination of the Relationship**

In the event that the RELATIONSHIP is terminated before GENERALI has received the PARTICIPATION FORM from the potential BENEFICIARY duly signed for acceptance or before the expiry of the PLAN's three years' period, the BENEFICIARIES lose the chance to receive SHARES upon the occurrence of the conditions described above. In the event that the pension requirements are fully met or in case of death or disability with the right to receive a disability pension which entails the termination of the RELATIONSHIP, if such events occur after the first year of the PLAN's three years' period, the BENEFICIARIES, or the respective heirs in the event of death, may retain the right to receive the SHARES, under the terms and conditions described above, proportionately to the duration of the RELATIONSHIP relative to the duration of the PLAN's three years' period.

In all cases of termination of the RELATION-

SHIP other than those described above, the BENEFICIARIES shall lose their entitlement, as well as the future chance to receive SHARES upon the fulfillment of the conditions described above. As a partial exception to the above, if the RELATIONSHIP have a defined term and an expiry period prior to the expiry of the PLAN's three-year period, the BENEFICIARIES for whom the expiry of the RELATIONSHIP occurs after the first year of the PLAN's three-year period, shall retain the right to receive SHARES, on the terms and conditions described above, proportionately to the duration of the RELATIONSHIP relative to the duration of the PLAN's three-year period.

If a GENERALI GROUP's company ceases to be part of the GENERALI GROUP, the RELATIONSHIP shall be considered as having terminated for the purposes of the PLAN on the date on which such event occurs. However, BENEFICIARIES for whom such event occurs after the first year of the PLAN's three-year period maintain the right to receive the SHARES, on the terms and conditions described above, proportionately to the duration of the company's membership of the GENERALI GROUP with regard to the duration of the PLAN's three-year period.

Finally, if the RELATIONSHIP with GENERALI or a GENERALI GROUP's company is transferred to another GENERALI GROUP's company and/or in the case of termination of the RELATIONSHIP and concurrent creation of a new RELATIONSHIP within GENERALI GROUP, the BENEFICIARY will retain, *mutatis mutandis*, every right possessed under the PLAN and in accordance with the PARTICIPATION FORM.

The ADMINISTRATIVE BODY has the power to amend the above terms, on condition that the amendment is more favorable to the BENEFICIARIES, possibly also considering the overall remuneration of the interested BENEFICIARY, or also by referring to SHARES granted in execution of other incentive plans.

**4.9 Indication of any other causes for plan cancellation.**

No additional clauses are provided for cancellation of the PLAN.

**4.10 Reasons for any planned "redemption" by the company of the financial instru-**

ments involved in the plans, provided for pursuant to Article 2357 et seq. of the Italian Civil Code, with the redemption beneficiaries indicating whether it is intended only for certain categories of employees and the effect of termination of the employment relationship on such redemption

Not applicable: redemption by the company of the SHARES involved in the PLAN has not been provided for.

**4.11 Any loans or other facilities intended to be granted for the purchase of SHARES pursuant to Art. 2358 of the Italian Civil Code**

Not applicable: the granting of any loans or other facilities for the purchase of SHARES, pursuant to Article 2358 of the Civil Code, has not been provided for.

**4.12 Indication of the valuation of the expected expense for the company on the respective grant date, as may be determined based on the terms and conditions already defined, as an overall amount and in relation to each plan instrument**

The PLAN expense is equal to the sum of the real cost of each of the PLAN's three years' period, calculated as the product of the fair value of the entitlement to receive SHARES (calculated on the grant date) multiplied by the estimated number of rights to be granted at the end of the PLAN's three years' period.

The cost will be distributed proportionately over the three years' vesting period and re-estimated/adjusted at the end of each year during the vesting period as a cross-entry to the appropriate balance sheet reserve.

**4.13 Indication any equity dilution effects as a result of the compensation plans**

In the event that the supply of shares underlying the PLAN is acquired through capital increases, the maximum dilution effect - taking into account the maximum number of SHARES that can be assigned - can be 0.64%.

**4.14 Any limitations provided for the exercise of voting rights and for the granting of dividend rights**

Not applicable. Even during sale restriction periods, BENEFICIARIES who have received SHARES shall be entitled to the dividends accrued during such periods, as well as to voting rights.

**4.15 In the event that the shares are not traded on regulated markets, any information useful for a complete evaluation of the value attributable to them**

Not applicable.

**4.16 Number of underlying financial instruments for each option**

Not applicable.

**4.17 Expiry of options**

Not applicable.

**4.18 Method (American/European), timing (e.g. valid periods of exercise) and exercise clauses (for example knock-in and knock-out clauses)**

Not applicable.

**4.19 The option strike price or the method and criteria for its determination, with particular reference to:**

- a) *the formula for calculating the strike price in relation to a given market price (i.e. fair market value) (for example: strike price of 90%, 100% or 110% of the market price), and*
- b) *the method for determining the reference market price for determining the strike price (for example: last price on the day prior to the grant, daily average, average for the last 30 days, etc.)*

Not applicable.

**4.20 In the event that the strike price is not the same as the market price determined as indicated in point 4.19.b (fair market value), reasons for this difference**

Not applicable.

**4.21 Criteria on the basis of which different strike prices are provided for different parties or several categories of beneficiaries**

Not applicable.

**4.22 In the event that the underlying financial instruments for options are not traded on regulated markets, indication of the value attributable to the underlying instruments or the criteria for determining such value**

Not applicable.

**4.23 Criteria for the adjustments necessary after an extraordinary capital transaction or other transactions that entail a change in the number of underlying instruments (capital increases, extraordinary dividends, merger and spin-off, transactions for conversion into other classes of shares, etc.)**

Not applicable.

**4.24 Share issuers are to attach the enclosed Table No. 1 to the information document, filling out:**

a) in any case section 1 of boxes 1 and 2 in the fields of specific interest;

b) section 2 of boxes 1 and 2, filling out the fields of specific interest, based on the characteristics already defined by the Board of Directors.

For the members of the Board of Directors or the Management Board, the General Managers and other managers with strategic responsibilities of the listed issuer may be provided by reference to material published pursuant to Art. 84-quater for the data in section 1, Table No. 1 and the information requested in paragraph 1, including:

- point 1.1;
- letters a) and b), in point 1.3;
- letters a) and b), in point 1.4.

Information referred to in section 1, model 1, Table 1, Scheme 7 of Annex 3A of the ISSUERS' REGULATION, as well as in Art. 84-bis, par. 5, of the ISSUERS' REGULATION, are available on the COMPANY'S website: [www.generali.com](http://www.generali.com).

Information referred to in section 2, model 2, Table 1, Scheme 7 of Annex 3A of the ISSUERS' REGULATION, as well as in Art. 84-bis, par. 5, of the ISSUERS' REGULATION, will be provided - as set out above - in accordance with the procedures and terms set forth in Art. 84-bis, par. 5, of the ISSUERS' REGULATION.





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Shareholders' Meeting

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