



15/03/2017
PRESS RELEASE

Notice of call of the 2017 Shareholders' Meeting

Milan – The Board of Directors called both the ordinary and the extraordinary Shareholders' Meetings on April 25-26-27, 2017.

The **ordinary** Meeting will resolve on:

- The adoption of the Annual Report as of December 31, 2016, the net result allocation and the dividend distribution;
- appointment and fees of the Statutory Auditors and its Chairman for the financial years ending on 31 December 2017, 2018 and 2019;
- adoption of the Remuneration Policy;
- adoption of the Long Term Incentive Plan (LTIP) 2017, authorization to purchase own shares and to dispose of them for the purposes of incentive plans. Termination of the authorisation given by the Shareholders' Meeting on 28 April 2016;
- adoption of the special share plan for the Managing Director/Group CEO pursuant to s. 114-*bis* of the CFBA. Authorization to purchase own shares and to dispose of them for the purposes of the share plan for the Managing Director/Group CEO.

The **extraordinary** Meeting will resolve on:

- adoption of the delegation of power 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 in one or several transactions, pursuant to s. 2439 of the Italian Civil Code, for the LTIP 2017;
- adoption of the delegation of power 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 in one or several transactions, pursuant to s. 2439 of the Italian Civil Code for the purposes of the special share plan for the Managing Director/Group CEO;
- adoption of the amendments to the following Articles of the Articles of Association: 7.2 (on the keeping of company books), 9 (on the update of Equity items for the Life section and the Non-Life section), 28.2 (on the effects of the loss of the Directors' independence requirements), 32.2 e) (on the approval of the periodic financial information).

The full text of the draft resolutions and the reports of the Board of Directors on the items of the agenda and all the documents, according to applicable laws, will be available at the Company's registered office, in the eMarket SDIR mechanism at the Internet address www.emarketstorage.com as well as in the Company's website www.generali.com

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From March 16 2017 for information :

www.generali.com/governance/annual-general-meeting/AGM-2017

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