



GENERALI
Assicurazioni Generali S.p.A.

NOTICE OF SHAREHOLDERS' MEETING

All Shareholders are invited to attend the Shareholders' Meeting at the Conference Centre, Stazione Marittima, 3 Molo Bersaglieri, Trieste, on

21 April 2009 at 9:00 a.m.

ordinary business (first call) and, if necessary, on

24 April 2009 at 9:00 a.m.

ordinary business (second call)

to resolve on the following

AGENDA

1. Presentation of financial statements as at 31 December 2008 with the Directors' reports and the External Auditors' report; Board of Statutory Auditors' report. Presentation of the consolidated financial statements. Distribution of profits and distribution of available reserves also through assignment of own shares. Related and consequent resolutions. Delegations of powers.
2. Appointment of a member of the Board of Directors: related and consequent resolutions.
3. Appointment of the elective members of the General Council for 2009/2011, subject to determination of their number.

The notice of Shareholders' Meeting was published in the Gazzetta Ufficiale (Official Journal) of the Italian Republic, Section II, on 21 March 2009, issue 33.

Documentation

The financial statements for the 2008 financial year, including all attachments and statements signed by the Manager in charge of the preparation of the Company's financial reports, and the annual Corporate Governance Report will be duly deposited by 31 March 2009 at the registered office, at the Direzione per l'Italia (Italian Head Office) at 14, Via Marocchesa, Mogliano Veneto (TV), at the Ufficio Azioni (Shareholders' Department) at 11, Piazza Venezia, Rome, at the Ufficio Azioni (Shareholders' Department) at 2, Piazza Cordusio, Milan, and at the offices of Borsa Italiana S.p.A. (Stock Exchange) at 6, Piazza degli Affari, Milan. Copies of these documents are available on request.

The Directors' reports on the items of the agenda, the Board of Statutory Auditors' report and the External Auditors' report will be published by the statutory date according to the same procedures.

The above-mentioned documents will also be available on the Company's website, www.generali.com.

Instructions

The Meeting may be attended by Shareholders who are entitled to vote, provided that:

- a) they prove their right to vote in accordance with the statutory procedure;
- b) the notification sent by the intermediary in charge of the share depository system, now replacing the deposit giving the right to attend the Meeting, is received at the Company's registered office at least two days prior to the date set for the first call of the Meeting.

Holders of shares not yet dematerialised may only attend the Shareholders' Meeting if they have previously delivered their share certificates to one of the parties authorised to enter them in the system under the dematerialisation procedure, and to notify them as specified in sub-paragraph b) above.

Logistical information

Those attending the Shareholders' Meeting may follow the proceedings by means of simultaneous interpretation from Italian to their language (English, French, German and Spanish).

The headphones required to make use of this service can be collected from the reception desk at the entrance to Stazione Marittima.

For further information or clarification relating to the Shareholders' Meeting or attendance at the Meeting, the following e-mail address (azionisti@generali.com), telephone numbers (+39040671621; +39040671352; +39040671226) and fax numbers (+39040671300; +39040671660) are available.

Persons other than shareholders wishing to attend the Shareholders' Meeting can contact the following numbers: tel. +39040671402; fax +39040671338 for financial experts and analysts; tel. +39040671102 and fax +39040671127 for journalists.

*For the Board of Directors
Chairman
(Antoine Bernheim)*

Registered Office and Central Head Office in Trieste

Share Capital (paid in full) Euro 1,410,113,747.00

Company established in Trieste in 1831

Trieste Companies' Register no. 00079760328

Company entered in the Register of Italian Insurance and Reinsurance Companies under no. 1.00003

Parent Company of Generali Group, entered in the Register of Insurance groups.