

April 2016

PROXY FORM

I / We, the undersigned¹

*Surname or Company's business name

*Name

*Place of birth

*Country

*Date of birth
(dd / mm / yyyy)

*Italian tax identification no.

*Address (permanent address or registered office)

Postcode

*Country

Telephone no.

To be filled in by the joint owner or chargee, if any

*Surname or company's business name

*Name

*Place of birth

*Country

*Date of birth
(dd / mm / yyyy)

*Italian tax identification no.

*Address (permanent address or registered office)

Postcode

*Country

Telephone no.

being Shareholder(s) of Assicurazioni Generali S.p.A.

hereby appoint

 *Surname and name or company's business name

or, alternatively,

 *Surname and name or company's business name

as Proxy to act on my/our behalf in relation to all shares carrying voting rights at the General Meeting of Assicurazioni Generali S.p.A. to be held on

- 26 April 2016, at 9.00 a.m.** for an Ordinary and Extraordinary General Meeting (first call), and if necessary on
27 April 2016, at 9.00 a.m. for an Extraordinary General Meeting (second call), and if necessary on
28 April 2016, at 9.00 a.m. for an Ordinary General Meeting (second call), and Extraordinary General Meeting (third call)

and hereby fully approve his/her conduct after the discussion at the meeting.

The undersigned² _____
 declares that he/she is the owner of the voting rights carried by the above-mentioned shares, and signs this proxy form in the capacity of (check appropriate box):

legal representative

agent with authority to sub-delegate

pledgee

taker-in

beneficial interest holder

reciever

manager

other (please specify) _____

Date

Signature/s

 (dd / mm / yyyy)

(1) Shareholder's full name as shown in the notification regarding attendance at the General Meeting referred to in s. 2370 of the Italian Civil Code.

(2) Enter the full name and capacity of the signatory holding voting rights if different from the shareholder(s) listed above.

HOW TO FILL IN THE PROXY FORM

If you are unable to attend the General Meeting, you may appoint a person of your choice to speak and vote on your behalf at the meeting.

- 1 The proxy form must be in writing, dated and signed, and the name of the proxy must be inserted by the shareholder and not by a third party, provided that the shareholder may insert the name of a substitute;
- 2 authority may only be granted for a specific meeting (including any subsequent calls of that meeting), except in the case of:
 - (i) a general power of attorney, or
 - (ii) a power of attorney granted by a company or partnership, association, foundation or other collective body or institution ("Entity") to one of its employees;
- 3 in the circumstances mentioned in paras. 2 (i) and 2 (ii), and whenever the shareholder is an Entity, a copy of the documentation conferring authority should be attached to the proxy form in order to be filed with the Company's records;
- 4 the proxy may deliver or send a copy of the original proxy form instead of the original, certifying on his/her own responsibility that the copy is a true copy of the original and certifying the identity of the principal, without prejudice to the Company's right to establish the identity of the proxy or substitute;
- 5 if an Entity is appointed as proxy, the Entity may only appoint one of its employees to act on its behalf;
- 6 the proxy need not be a shareholder of Assicurazioni Generali;
- 7 a proxy who has a conflict of interest may be appointed provided that the proxy or substitute notifies the shareholder in writing of the circumstances from which the conflict derives, and that there are specific voting instructions for each resolution on which the proxy is to vote on the shareholder's behalf;
- 8 in the case of qualified endorsement of shares, the proxy may not be a member of the Board of Directors or Board of Statutory Auditors or an employee of the company, or one of its subsidiaries or a member of the Board of Directors or Board of Statutory Auditors or employee of the said subsidiaries; in any event, the proxy may not represent more than 200 shareholders;
- 9 if the shares are registered in the name of two or more persons, the proxy form must be signed by all of them, even if the proxy is one of the said joint owners.

If you should require any further information or clarification about the procedures for attending the General Meeting of Assicurazioni Generali S.p.A., please consult the relevant section of the website www.generali.com or contact us at the e-mail address: azionisti@generali.com.

PRIVACY NOTICE

As required by s. 13 of Legislative Decree no. 196/2003, we hereby inform you that the data supplied in the proxy form will be processed by Assicurazioni Generali, acting as Data Controller, for the purpose of managing General Meetings in compliance with the applicable data protection legislation.

The data may be disclosed to our employees or agents who have been specifically authorised to process it, in the capacity of Data Processors or Persons in charge of Processing, for the purposes referred to above. The said data may be subject to dissemination or communication to specific parties to comply with a statutory obligation, regulation or European Community legislation, or if so ordered by authorities having statutory jurisdiction or by supervisory or monitoring bodies. Without the data specified as "required" (*) we will be unable to allow your proxy to attend the General Meeting.

The Data Subject is entitled to ascertain at all times what data is held by us, its origin and how it is used. The Data Subject is also entitled to call for the data to be updated, rectified, supplemented or deleted, ask for it to be blocked, or object to its processing, by contacting the Data Processor pursuant to s. 7 of Legislative Decree no. 196/2003 of the Company: Privacy - Via Marocchesa 14, 31021 Mogliano Veneto - TV, Italy, tel. 041.549.2599, fax 041.549.2235.