

**ASSEMBLEA
DEGLI
AZIONISTI**
Shareholders' Meeting



2019 Shareholders' Meeting Kit

Trieste, 7 May 2019

Assemblea degli Azionisti 2019

Shareholders' Meeting

Trieste
30 April, 3 and 7 May 2019

Stazione Marittima
Conference Centre
Molo Bersaglieri, 3

As a follow-up to the project launched in 2008, Assicurazioni Generali is still implementing a streamlining process in sending paper materials in the context of sustainable initiatives focusing on environmental protection. This brochure is one of the produced and distributed documents having an impact on paper use and is therefore sent to the most devoted shareholders only.

Should you decide to receive this brochure by email rather in paper format, please send an email to **shareholders@generali.com**.

Assicurazioni Generali S.p.A., with registered office in Trieste, at Piazza Duca degli Abruzzi no. 2, processes your personal data, transmitted directly or through the intermediaries, as Data Controller. We process your personal data in order to comply with legal obligations deriving from your relationship with the Company as shareholder and also for sending you all the relevant communications. Your personal data will be processed only by the authorised staff of Assicurazioni Generali, with modalities and procedures, also in electronic form, appropriate to ensure an adequate level of security. For more information or if you wish to exercise one of the rights related to the processing of your Personal Data, please visit the “Privacy & GDPR” section of our Company website www.generali.com, where you will find detailed information concerning the processing of your Personal Data.

Dear Shareholder,

For your own convenience, we have designed this Kit containing some useful documents to facilitate your attendance to the Shareholders' Meeting:

- Notice of call and Shareholders' Meeting agenda
- Procedure on attendance and voting by proxy
- Right to submit questions before the Shareholders' Meeting
- Procedure for access and registration to the live streaming service
- Shareholders' Meeting Extended Inclusion: services provided and procedure
- Request form for the certificate to attend the Shareholders' Meeting
- Proxy form to attend the Shareholders' Meeting
- Shareholders' Meeting Extended Inclusion: booking form
- Map

We inform you that the Financial Statements 2018, the reports of the Board of Directors as well as other types of information are available in the Company's website **www.generali.com** and that our Offices (phone Nos. +39 040 671621, +39 040 671696, fax +39 041 3362876, e-mail address **shareholders@generali.com**) are available for any needs you may have.

ASSICURAZIONI GENERALI S.P.A.

Company founded in 1831 in Trieste. Registered office in Trieste. Piazza Duca degli Abruzzi 2
Share Capital Euro 1.569.600.895,00, fully paid-in.
Tax Code and Registration with the Companies Register of Venezia Giulia no. 00079760328.
Registered under number 1.00003 of the Register of Insurance and Reinsurance Companies.
Parent company of the Generali Group, registered under no. 026 of the Register of Insurance Groups.
Certified email address: 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

- **30 April 2019 at 9:00 am:** in ordinary and extraordinary session (first call), and, if needed, on
- **3 May 2019 at 9:00 am:** in extraordinary session (second call), and, if needed, on
- **7 May 2019 at 9:00 am:** in ordinary session (second call) and extraordinary session (third call)

To pass resolutions on the following

AGENDA

1. 2018 Financial Statements.

- a) Approval of the Annual Financial Statements as at 31 December 2018, including the Reports of the Board of Directors, the Board of Statutory Auditors and the External Auditor. Presentation of the consolidated financial statements and of the integrated annual report. Related and consequent resolutions. Delegation of powers.
- b) Allocation of profits 2018 and distribution of dividends. Related and consequent resolutions. Delegation of powers.

2. Approval in an extraordinary session of amendments to the Company's Articles of Association: related and consequent resolutions; delegation of powers.

- a) Amendment of article 9 (on the update of Equity items for the Life section and the Non-life section), pursuant to art. 5 of ISVAP Regulation no. 17 of 11 March 2008.
- b) Amendment of articles 28.2, 29.1 and 35.2 (on age limits for acceptance of appointment as members of the Board of Directors, Chairman of the Board of Directors and Managing Director).
- c) Amendment of article 35.3 (on appointment of the Chairman of the Executive Committee).
- d) Addition of article 37.22 (on holding Board of Auditors' meetings via teleconferencing).

3. Appointment and remuneration of the Board of Directors for 2019-2021.

- a) Determination of the number of members of the Board of Directors in office for the financial years ending on 31 December 2019, 2020 and 2021.

- b) Appointment of the Board of Directors in office for the financial years ending on 31 December 2019, 2020 and 2021.
- c) Determination of the remuneration of members of the Board of Directors in office for the financial years ending on 31 December 2019, 2020 and 2021.

4. Appointment of the Independent Auditor for 2021-29 and determination of remuneration.

- a) Appointment of the Independent Auditor for the years 2021-29. Related and consequent resolutions. Delegation of powers.
- b) Determination of remuneration for the Independent Auditor for the years 2021-29. Related and consequent resolutions. Delegation of powers.

5. Presentation of the Remuneration Report. Approval of remuneration policy under art. 123-ter of Legislative Decree 58/1998 (TUIF) and art. 59 of IVASS Regulation no. 38 2018. Related and consequent resolutions.

6. Group Long Term Incentive Plan (LTIP) 2019.

- a) Approval of the 2019 LTIP under art. 114-bis TUIF. Related and consequent resolutions. Delegation of powers.
- b) Approval of the authorisation to purchase own shares and to dispose of them for the purpose of incentive plans. Related and consequent resolutions. Delegation of powers.
- c) Approval *in the extraordinary session* of the delegation of power to the Board of Directors pursuant to Art. 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 Art. 2439 of the Italian Civil Code for the purposes of the 2019 LTIP. Related and consequent resolutions. Delegation of powers.

7. Share plan for Generali Group employees (The Plan).

- a) Approval of the Plan under art. 114-bis TUIF. Related and consequent resolutions. Delegation of powers.
- b) Approval of the authorisation to purchase own shares serving the Plan and to dispose of them. Related and consequent resolutions. Delegation of powers.

ADDITIONS TO THE AGENDA

Shareholders accounting, either individually or jointly, for at least 2.5% of the share capital may request, within 10 days of the publication of this notice of call, i.e. by 25 March 2019, 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 application must be submitted in writing to the registered office of the Company to the attention of the Head of Corporate Affairs either by post or email to the certified email address azioni@pec.generalicom.it. Proof of ownership of the shares by applicant

shareholders and the required shareholding to request additions to the agenda must be evidenced by an ad-hoc document submitted by the intermediary depository and sent to the certified email address azioni@pec.generalicom.it. Additions to the list of items on the agenda are not permitted for items that 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 additional draft resolutions for items already on the agenda will be notified in the statutory forms laid down for the notice of call, within the deadlines specified in 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 that they propose, or the reasons for the additional draft resolutions on items already on the agenda. This report must be submitted to the Board of Directors within the deadline for the submission of requests, i.e. by 25 March 2019. 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 DIRECTORS

On the topic of appointment of the Board of Directors, which will take place on the basis of lists of candidates, the reader is referred to the provisions of article 28 of the Company's Articles of Association, published in in the Governance section of the Company's internet site, and advised of the following:

- **Legitimate right to presentation of lists.** Shareholders are entitled to present lists if they represent a total of at least 0.5% of the company's share capital, alone or jointly with others. Ownership of the minimum share required for presentation of lists is determined on the basis of the number of shares registered in the shareholder's name on the date on which the lists are filed with the Company. Shareholders with voting rights, the companies directly or indirectly owned by them, and the companies directly or indirectly owned by the same party can join forces to present and vote for one single list; if this principle is violated, their support for the lists shall not be taken into consideration.
- **Relationships.** In accordance with the provisions of CONSOB memorandum no. DEM/9017893 of 26 February 2009, shareholders intending to present minority lists are advised to file, along with the list and additional documents required by article 28 of the Company's Articles of Association, a declaration certifying to the absence of any connections, either direct or indirect, under art. 147-ter, comma 3, TUIF and art. 144-quinquies of the Issuers' Regulation, with the shareholder owning the relative majority of the shares (Mediobanca S.p.A.). The declaration must also specify any relationships that may exist, if they are significant, with the shareholder

owning the relative majority, if identifiable, and the reasons why these relations are not considered to determine the existence of such a link, or declaring the absence of any such links.

- **Methods and deadlines for presentation and publication of lists.** Lists subscribed by shareholder(s) entitled to present them, complete with information on the shareholders presenting them and identification of the total percentage of the company's share capital owned by them and all the documents required under article 28 of the Company's Articles of Association, must be filed in the Company's registered offices, for the attention of the Head of Corporate Affairs, or, alternatively, sent by e-mail to the certified e-mail address **azioni@pec.generalicom**, by the 25th calendar day prior to the date set for the first summons of the meeting, and in any case by 5 April 2019. Lists will be made available to the public by 9 April 2019 in the company's offices, at Borsa Italiana S.p.A. and on the company's internet site, **www.generalicom**, under Governance – Shareholders' Meeting – 2019 Meeting. Certification of ownership of the minimum share required to present lists must appear in a specific document produced by the intermediary filing the documents and sent to the certified e-mail address **azioni@pec.generalicom**, and may also be produced after the date of filing, provided it is produced before the deadline for publication of the lists, that is, by 5 April 2019; if this is not done, the list will be considered not presented.

Prior to appointing the Board of Directors, the Shareholders' Meeting shall be asked to approve amendments to art. 28.2, 29.1 and 35.2 of the company's Articles of Association abrogating the current age limit on appointment to the position of member of the Board of Directors, Chairman of the Board of Directors and Managing Director. Lists may include candidates who do not meet these age limits: the efficacy of the appointment of candidates who do not meet the age requirement and acceptance of appointment to positions for which the current articles of association do not specify age limits will be subject to the entry into force of the corresponding changes to the Articles of Association and therefore to approval by IVASS and consequent registration in the competent Register of Companies of the resolution adopted during the extraordinary session.

DOCUMENTATION

The full text of the draft resolutions and the reports of the Board of Directors on the items of the agenda, the 2018 financial statements with all of its annexes and statements signed by the manager in charge of preparing the financial reports of the Company, the report on the new incentive plan for Generali Group management, the annual Corporate Governance and Share Ownership Report and the Remuneration Report will be filed at the registered office of the Company within the statutory period, and will be made available to the public with the right to obtain copies. The aforementioned documents will also be available on the Company's website, **www.generali.com**, in the *Governance / Shareholders' Meeting / AGM 2019* section, together with the forms, which Shareholders may use to vote by proxy, as indicated below, and by means of eMarket SDIR, the centralised mechanism of regulated information managed by Spafid Connect S.p.A., at **www.emarketstorage.com**. Information as regards the amount of share capital, with details on the relevant number and categories of shares, is available on the website of the Company.

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 27 April 2019, by delivering them to the registered office of the Company, to the attention of the Head of Corporate Affairs, or by emailing them to **azionisti@generali.com** or the certified email address **azioni@pec.generali.com** according to the terms and conditions indicated in the procedure published on the website of the Company. Questions received before the Shareholders' Meeting will be answered at the Meeting, at latest. The Company may provide a single response to questions with the same content.

ATTENDANCE OF THE SHAREHOLDERS' MEETING

Entitlement to attend the Shareholders' Meeting and to exercise voting rights is proved by a statement that must be issued to

the Company by an authorised intermediary in accordance with the relevant accounting records for the person that holds voting rights. The statement is issued by the intermediary based on evidence as at the record date (17 April 2019), corresponding to 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 right to vote at the Shareholders' Meeting; therefore, those who became shareholders after such date will not be entitled to attend or vote at the Shareholders' Meeting. Owners of shares that have not yet been dematerialised may only attend the Shareholders' Meeting if their statements of shares are first filed with an intermediary authorised to input them into the dematerialisation system and issue the subsequent notice.

Attendance by Shareholders at the Shareholders' Meeting is governed by applicable legislation and regulations, and by the provisions of the Articles of Association and the Shareholders' Meeting Regulations in force, which are available at the registered office of the Company and on its website. Those holding voting rights may appoint a proxy to represent them at the Shareholders' Meeting in the manners laid down by law. In compliance with applicable legislation, shareholders may appoint the designated representative of the Company, "Computershare S.p.A." free of charge as a proxy with voting instructions, pursuant to article 135-*undecies* of the CFBA. The proxy must be granted by signing the proxy form available on the website of the Company in the *Governance / Shareholders / AGM 2019* section from 9 April 2019 at the latest. The proxy form must be received by "Computershare S.p.A." by the end of the second day before the actual date of the Shareholders' Meeting, according to the procedure specified in point 1 of the "Instructions for form compilation and submission" 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 conferment.

The statement issued to the Company by the intermediary that proves that the Shareholder is entitled to attend the Shareholders' Meeting and exercise his/her voting rights, is also required if the designated representative is appointed as a proxy: in the absence of this statement, the proxy is deemed to be null and void. Alternatively, Shareholders may appoint a proxy by filling in the proxy form available on the website of the Company. The representative by proxy may deliver or send a copy of the proxy form instead of the original to the certified email address, **azioni@pec.generalitaly.com**, certifying under his/her own responsibility that the copy is a true copy of the original and that the identity of the delegating person is correct. Pursuant to applicable legislation, the representative must retain the original proxy form and 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 email address **azioni@pec.generalitaly.com**.

PRACTICAL INFORMATION

- **Interpreting service.** Simultaneous interpreting will be available from Italian into a number of foreign languages (English, French, German and Spanish) during the Shareholders' Meeting. Headphones will be provided on request at the entrance desk of the Stazione Marittima, which will allow use of the service. The meeting will also be translated into Italian sign language.

- **Direct streaming service.** This year it will again be possible to view the opening remarks of the Company's top management live. The service will allow an increasingly broader and inclusive audience of shareholders and stakeholders to take part in an important moment of corporate communication, even if at a distance. The direct stream will also feature the interpreting service in the same languages indicated above. Information as to how to access the service is available on the website of the Company, in the *Governance / Shareholders / AGM 2019* section.

- **Shareholders' Meeting - Extended Inclusion.** Those with motor disabilities will find a special path at the entrance; some dedicated services are also provided. Other services will be provided to overcome any physical, communication and sensory barriers: some services require advance booking, according to the terms and conditions published on the website of the Company in the *Governance / Shareholders / AGM 2019* section.

- **Useful contacts.** Further information or explanations about shareholder attendance of the Shareholders' Meeting can be obtained by email at **azionisti@generalitaly.com** or by phone at +39 040 671621 or +39 040 671696, or by fax at +39 041 3362876. All other persons wishing to attend the Shareholders' Meeting may also use the following contact information: for financial experts and analysts: phone +39 040 671402, fax +39 040 671338 and email **ir@generalitaly.com**; for journalists: phone +39 024 8248206, fax +39 040 671127 and email **media@generalitaly.com**.

On behalf of the Board of Directors
Chairman
(Gabriele Galateri di Genola)

Procedure on attendance and voting by proxy

The 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's website must be filled in. Authorised representatives must be provided with the original proxy forms and deliver them to the Company upon registration.

Original proxy forms may also be delivered to the Company's registered office in Trieste, Piazza Duca degli Abruzzi 2, to the attention of the Head of Corporate Affairs. Electronic proxy forms provided with an electronic signature may be sent to the certified email address **azioni@pec.generalicom.com** pursuant to article 21, paragraph 2, of Legislative Decree No. 82 dated 7 March 2005.

Authorised representatives may also submit or send a copy of the proxy form to the certified email address **azioni@pec.generalicom.com**, certifying the represented shareholder's identity and that the copy is true to the original. Pursuant to the applicable regulations, authorised representatives must keep the original proxy and 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., representative which has been duly appointed by the Company pursuant to Article 135-*undecies* of Legislative Decree 58/1998, by filling in the proxy form available in the Company's website from April 9th 2019 at the latest. Proxies must be delivered to Computershare S.p.A. by the end of the second day before the actual date of the Shareholders' Meeting, as follows:

- through the Company's website **www.generalicom.com**, where you can find the link to Computershare S.p.A. and fill in the proxy form;
- by certified email as an attachment to **generalicom@pecserviziogenerali.it**;
- by fax to +39 011 0923202;
- in the original copy to be sent to Computershare S.p.A., C.P. 3015 - Via Marsigli 22, 10146 Torino (Italy).

The proxy does not apply to items for which voting instructions have not been provided. The proxy and voting instructions may be cancelled by the end of the second day before the actual date of the Shareholders' Meeting.

If, for technical reasons, proxies are not available in electronic format, they may be sent upon request. To this end, please call +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 27 April 2019, 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**.

Questions received before 27 April 2019, 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.

Procedure for the live streaming service

For the **Shareholders' Meeting of 7 May 2019**, Assicurazioni Generali will again offer the opportunity to follow the opening speeches of the Company top management in **live streaming**. In this way an increasingly larger audience of shareholders and stakeholders will be able to easily witness this important moment of corporate communication.

The live streaming will begin at 9:00 on 7 May 2019, and will end at the conclusion of the exposition of the aforementioned reports.

Advance registration will be required to access the live stream: limited identificatory data will be requested, including an e-mail address, to which access credentials for the direct streaming service will be sent.

It is kindly recommended to register as soon as possible with the procedure that will be available from 23 April 2019, on our Company's Web site **www.generali.com** in the *Governance / Annual General Meeting / AGM 2019* section.

The live streaming service will also be available, aside from the Italian version, with **simultaneous translation in English, French, German and Spanish**.

The live streaming service will also be available, aside from the Italian version, with simultaneous translation in English, French, German, Spanish and Italian sign language (LIS), with the addition of subtitles in Italian. Some days after the Meeting, the video recordings will be available at the aforementioned page of the Company's website.



Shareholders' Meeting - Extended Inclusion: services provided and procedure

Assicurazioni Generali has launched a programme to minimize the impact of any physical, communication and sensory barriers and to facilitate attendance at the Shareholders' Meeting.

Specific services have been designed for all the participants. People with motorial disability will be welcomed at the entrance of the Meeting venue and will have access to a reserved check-in desk and a dedicated path. Other services such as a dedicated phone number of the Italian National Agency for the Deaf, meeting room assistance by Generali Group volunteers and by qualified intermediate care technicians, sign language and subtitling – both in Italian and shown on screens – will be made available.

The shareholders with sensorial and/or motorial disability will also be provided with further services to be booked in the relevant **Booking Form**:

- **qualified assistance** to the Meeting proceedings;
- **care support** for those who attend the Meeting proceedings with their own wheelchair;
- **a wheelchair** available at the Meeting venue;

— **ergonomic - orthopaedic cushions** to improve posture.

A special menu for people with coeliac disease will be offered at the buffet lunch at the end of the proceedings upon booking through the relevant form.

The booking form must be filled in, signed and sent **by no later than Monday, 29 April 2019 (5:00 pm)** to the following e-mail address: **smei@generali.com**.

Such services will be available to all the shareholders having required the certificate to attend the Shareholders' Meeting to the authorised intermediary under Article 83-*sexies* of the CFBA (Legislative Decree No. 58 of 24 February 1998) within the set time limits.

Further information or explanations can be obtained by e-mail at **smei@generali.com** or by phone at **+39 040 6799064, +39 040 6799157**. The Enquiry Service will be operating Mondays to Fridays from 9:00 am to 4:00 pm until 6 May 2019. The dedicated phone number of the Italian National Agency for the Deaf is the following: **+39 328 578 1351**.

Please write the name of your depository bank, which is the **only one** you must send this letter to

To Mr./Ms

.....
.....
.....
.....
.....

**Request for the certificate to attend the Shareholders' Meeting
(under Article 83-sexies of Italian Legislative Decree No. 58 of 24 February 1998)**

**Ordinary and Extraordinary Shareholders' Meeting of Assicurazioni Generali
on 30 April, 3 and 7 May 2019**

I, the undersigned,

.....
(*surname or company name*)

.....
(*name*)

tax identification No

with reference to the Shareholders' Meeting above, kindly ask you to issue the certificate under Article 83-sexies of Italian Legislative Decree No. 58 of 24 February 1998 for all Assicurazioni Generali shares registered in my name and deposited at your bank.

Please send me a copy of the certificate if so provided by your policies or give me the details thereof, unless otherwise provided.

Thank you in advance for your cooperation.

Best regards,

Date,

Signed by

Shareholders' Meeting 2019

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 Shareholders' Meeting of Assicurazioni Generali S.p.A. to be held on

30 April 2019, at 9.00 a.m. for an Ordinary and Extraordinary Shareholders' Meeting (first call), and if necessary

3 May 2019, at 9.00 a.m. for an Extraordinary Shareholders' Meeting (second call), and if necessary on

7 May 2019, at 9.00 a.m. for an Ordinary Shareholders' Meeting (second call), and Extraordinary Shareholders' 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 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 Shareholders' 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 Shareholders' 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 submitted in writing, dated and signed, and the name of the proxy must be inserted by the shareholder and not by a third party, without prejudice to that the shareholder's possibility of inserting 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 paragraphs 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 a proxy, the Entity may only appoint one of its employees to act on its behalf;
- 6 the proxy may also be issued to a person who is not a Generali shareholder;
- 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;
- 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.

Should you require any further information or clarification about the procedures for attending the Shareholders' 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

Assicurazioni Generali S.p.A., with registered office in Trieste, at Piazza Duca degli Abruzzi no. 2, processes your personal data, transmitted directly or by the shareholder conferring the proxy, as **Data Controller**. We process your personal data in order to ensure your participation to the Shareholders' Meeting 2019, in compliance with the existing legal obligations concerning shareholders' meetings. Your personal data will be processed only by the authorised staff of Assicurazioni Generali, with modalities and procedures, also in electronic form, appropriate to ensure an adequate level of security. For more information or if you wish to exercise one of the rights (access, rectification, erasure, restriction, portability) related to the processing of your Personal Data, please contact Assicurazioni Generali at azionisti@generali.com or your Data Protection Officer at dpoag@generali.com.

Shareholders' Meeting 2019

Shareholders' Meeting Extended Inclusion

Deaf



Deaf - Blind



Blind - Visually



Impaired Mobility



Coeliac disease



Booking form

To facilitate access and attendance at the Meeting of the Shareholders with sensory and mobility problems, please fill in, sign and send this form to the e-mail address: smei@generali.com by no later than 29 April 2019 (5:00 pm).

I, the undersigned

<input type="text"/>		<input type="text"/>		
Surname		Name		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Place of birth	Country	Date of birth	Tax identification No.	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	
Permanent address	Postcode	Country		
<input type="text"/>				
Telephone No.				

I hereby declare that I have already asked or I will ask the authorised intermediary where my shares are registered to send Assicurazioni Generali the certificate to attend the Shareholders' Meeting called on 30 April, 3 and 7 May 2019 under Article 83-sexies of the CFBA (Legislative Decree No. 58 of 24 February 1998) within the set time limits.

I hereby declare that in order to attend the Shareholders' Meeting I will need the assistance of the attendant below, that I kindly ask you to register:

<input type="text"/>	<input type="text"/>
Surname	Name
<input type="text"/>	
Telephone No.	

To ensure the best possible service, please tick the items you are concerned with:

Sensory problem:	Motor problem:
<input type="checkbox"/> deaf	<input type="checkbox"/> using a wheelchair / tilting chair
<input type="checkbox"/> deaf - blind	<input type="checkbox"/> using an electric mobility scooter
<input type="checkbox"/> totally blind	<input type="checkbox"/> walking with difficulty
<input type="checkbox"/> visual impaired	
<input type="checkbox"/> average to serious visually impaired	

List of provided services: please tick the items you are concerned with

Services provided at the Meeting venue upon booking:

- I need qualified assistance to attend the Meeting proceedings
- I need attendant care support to attend the Meeting proceedings with my own wheelchair
- I need a wheelchair
- I need ergonomic - orthopaedic cushions to improve posture
- I need reserved parking (with special parking card for people with disabilities only, subject to availability)
Vehicle license plate: _____

Service provided to people with coeliac disease:

- I will have a gluten-free special menu at the buffet lunch at the end of the Meeting

Service registration and Information note on data processing

We inform you that Assicurazioni Generali, with registered office in Trieste, at Piazza Duca degli Abruzzi no. 2, processes your personal data, including special categories of personal data, as Data Controller, in order to supply any services requested by you on the occasion of the Shareholders' Meeting 2019. Your personal data will be processed, only where strictly necessary, by the authorised staff of Assicurazioni Generali, with modalities and procedures, also in electronic form, appropriate to ensure an adequate level of security. In order to enable Assicurazioni Generali to supply the services you requested, it is necessary you provide your Consent to the processing of your Special Categories of Personal Data. If you should decide not to consent to the data processing, Assicurazioni Generali will not be able to supply the requested services. For more information or if you wish to exercise one of the rights related to the processing of your Personal Data, including special categories of personal data, please visit the "Privacy & GDPR" section of our Company website www.generali.com, where you will find detailed information concerning the processing of your Personal Data.

Consent to the processing of Special Categories of Personal Data

Having seen all of the above and the information on the website www.generali.com, by ticking the appropriate check box and signing this form, I provide my free and specific consent to the processing of the Special Categories of my Personal Data in order to enable Assicurazioni Generali to supply the services requested by me.

I give my consent

I do not give my consent

Place and Date

Signature

Further information on the services or explanations on the assistance provided can be obtained by email at smei@generali.com or by phone at **+39 040 6799064**, **+39 040 6799157**. The Enquiry Service will be operating Mondays to Fridays from 9:00 am to 4:00 pm until 6 May 2019. The dedicated phone number of the Italian National Agency for the Deaf is the following: **+39 328 578 1351**.



Ronchi dei Legionari Airport

TRIESTE

Stazione Centrale - railway station

Stazione Centrale - railway station



Way from Ronchi dei Legionari Airport to Stazione Centrale (railway station)



Way from Stazione Centrale (railway station) to Assicurazioni Generali



Way from Assicurazioni Generali to Stazione Marittima (Annual General Meeting)



Way from the rooms of the AGM to Sala Nordio

At the end of the Shareholders' Meeting a buffet reserved for Shareholders will be served in the Sala Nordio, Stazione Marittima

Assicurazioni Generali
Via Machiavelli, 4

Stazione Marittima
Molo Bersaglieri



