

## ASSICURAZIONI GENERALI S.P.A.

Registered office: Trieste, piazza Duca degli Abruzzi 2  
Share capital: Euro 1.556.873.283,00 , fully paid up  
Taxpayer number and Trieste Company Register no.: 00079760328  
Insurance and Reinsurance Register no.: 1.00003  
Parent Company of Generali Group, Insurance Group Register no. 026

# Notice of call of the Shareholders' Meeting

Shareholders are invited to attend the Shareholder's Meeting at the corporate registered office in Trieste, Piazza Duca degli Abruzzi 2, on

— **14 October 2014, at 3.00 p.m.** in ordinary session, in a single call,

to pass resolutions on the following

### AGENDA

Resolutions pursuant to article 7, paragraph 4, of the Decree no. 220, dated 11.11.2011, of the Ministry for Economic Development.

### ADDITION OF NEW ITEMS TO THE AGENDA AND NEW DRAFT RESOLUTIONS

Shareholders who, either individually or jointly, account for at least one-fortieth of the share capital may request additions to the agenda within ten days from the publication of this notice of call, i.e. by 12 September 2014. Shareholders may either add new items to the agenda or new draft resolutions on items that are already on the agenda. Any such request must be submitted together with the certification on the ownership and required number of shares held by the Shareholders submitting the request on additions to the agenda, duly issued by the intermediary depository. The request must be filed, in writing, at the Company registered office, to the attention of the Head of the Group Corporate Affairs, or by mail or to the certified e-mail address **azioni@pec.generalicom**. Any addition of new items to the agenda or

any new draft resolution on items, that are already on the agenda, will be notified in line with the requirements on the notice of call by the deadlines specified in the applicable regulations. Shareholders requesting additions of new items to the agenda or new draft resolutions on items that are already on the agenda must draft a report stating the reasons for the draft resolutions regarding the new items they suggest or the reason for the additional draft resolutions on items already on the agenda. Such report must be submitted to the Board of Directors within the deadline for the request of additions of new items or additional draft resolutions, i.e. 12 September 2014. The report must be delivered at the Company registered office to the attention of the Head of the Group Corporate Affairs, also by mail or to the certified e-mail address **azioni@pec.generalicom**. The report will be made available to the public, together with any remarks of the Board of Directors, when the notice of additional items is published.

## DOCUMENTATION

The report by the Board of Directors on the item of the agenda will be filed, within the deadline specified in the applicable regulations, at the Company registered office. This document will be available to the public and copies may be obtained upon request. This documents will also be published on the corporate Web site, [www.generali.com](http://www.generali.com), in the Investor Relations – 2014/10 Shareholders' Meeting section, together with forms that Shareholders may use to appoint proxies, as indicated below and at Computershare S.p.A., which is authorised, pursuant to article 113-ter, paragraph 4, point b), of the Legislative Decree no. 58/1998, on the central filing of regulated information, "1Info". The corporate Web site also contains information about the amount of the share capital, with details on the relevant number and categories of shares.

## RIGHTS TO SUBMIT QUESTIONS

Shareholders with voting rights may ask questions about the items on the agenda also before the Shareholders' Meeting, up to the end of the third day before the date of the Meeting, i.e. by 11 October 2014. Shareholders are required to deliver their questions to the Company registered office, to the attention of the Head of the Group Corporate Affairs, or e-mail them to [azionisti@generali.com](mailto:azionisti@generali.com), or to the certified email address [azioni@pec.generali.com](mailto:azioni@pec.generali.com) in line with the procedures published in the Company Web site. Questions received before the Shareholders' Meeting will be answered at the latest during the Meeting. Questions on the same topic may be answered jointly.

## ATTENDANCE

Entitlement to attend the Shareholders' Meeting and exercise voting rights is proved by a certificate issued to the Company by an authorised intermediary in accordance with its books of account, in favour of the party holding voting rights. The certificate is issued by the

intermediary on the basis of the evidence on the record date (3 October 2014), namely the seventh market trading day before the date of the Shareholders' Meeting.

Debit and credit entries made after that date will not be taken into account for the purpose of establishing entitlement to vote at the Shareholders' Meeting: any owners of shares after that date will not be entitled to attend to 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 have been filed with a party authorised to input them into the dematerialisation system, and to issue the subsequent notice by the authorised intermediary.

Attendance of Shareholders at 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, which are available at the registered office and on the Company's website. Shareholders with voting rights may appoint a proxy to represent them at the Shareholders' Meeting as specified in the applicable regulations. Shareholders may appoint the Company's designated representative, "Computershare S.p.A.," as proxy with voting instructions, free of charge, pursuant to s. 135-undecies of the CFBA. The proxy must be made by signing the proxy form which is available on the Company's Web site, in the Investor Relations – 2014/10 Shareholders' Meeting section, from 13 September 2014. This proxy form must be delivered by 10 October 2014 to Computershare S.p.A., according to the procedure specified in paragraph 1 of the "Instructions on how to fill in and file the form" as reported in the form.

The proxy is not valid on items for which voting instructions have not been provided. The proxy and voting instructions may be cancelled within the specified deadline and in line with the applicable procedure.

The certificate issued to the Company by the intermediary, proving that the Shareholder is entitled to attend the Shareholders' Meeting and exercise their voting rights, is also required if the designated representative is

appointed as proxy: if the certificate is not delivered, the proxy is deemed to be null and void. Shareholders may also appoint a proxy by filling in the proxy form available in the Company's Web site. The representative by proxy may deliver or send a copy of the proxy form instead of the original copy by sending it 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 proxy and certifying the identity of the Shareholder. Pursuant to the applicable regulations, the representative is required to keep the original proxy form, and keep details of any voting instructions received, for 1 year since the end of the Shareholders' Meeting.

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

## PRACTICAL INFORMATION

Asimultaneous interpreting service is 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 at the desk at the entrance. Further information or explanations about Shareholders' attendance to the Shareholders' Meeting can be obtained by e-mail **azionisti@generalicom** or on the phone +39040671621, +39040671352 and telefax +39040671300, +39040671660; others wishing to attend the Shareholders' Meeting may contact the following numbers: for experts and financial analysts: phone +39040671402 and telefax +39040671338; for the press: phone +39040671102 and telefax +39040671127.

**For the Board of Directors**  
The Chairman  
(Gabriele Galateri di Genola)