



Assicurazioni Generali S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
27<sup>TH</sup> OF APRIL 2017

Attendance to the meeting: no. 2,234 Shareholders in person or by proxy  
representing no. 816,596,756 ordinary shares corresponding to 52.349854% of the ordinary share capital.

SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

**2016 Financial Statements.** Adoption of the Financial Statements as at 31 December 2016 with the Report of the Board of Directors, the External Auditor Report and the Report of the Board of Statutory Auditors. Presentation of the Consolidated Financial Statements. Relevant resolutions. Delegations of powers.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	802,197,295	98.253293	98.253293	51.426743
Opposed	3,925,871	0.480842	0.480842	0.251677
Abstaining	2,604,572	0.319009	0.319009	0.166972
No vote	7,730,692	0.946857	0.946857	0.495594
<b>Total</b>	<b>816,458,430</b>	<b>100.000000</b>	<b>100.000000</b>	<b>52.340986</b>

**2016 Financial Statements.** Allocation of profits 2016 and distribution of dividends. Relevant resolutions. Delegations of powers.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	786,779,930	98.261352	98.261352	50.438376
Opposed	3,643,188	0.455000	0.455000	0.233555
Abstaining	2,691,600	0.336155	0.336155	0.172551
No vote	7,586,586	0.947493	0.947493	0.486356
<b>Total</b>	<b>800,701,304</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.330839</b>



**Appointment and fees of the Board of Statutory Auditors and its Chairman.** Appointment of the Board of Statutory Auditors and its Chairman for the financial years ending 31 December 2017, 2018 and 2019. Relevant resolutions.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
LISTA MEDIOBANCA	656,309,232	82.045904	82.045904	42.074246
LISTA ASSOGESTIONI	125,824,482	15.729450	15.729450	8.066274
Opposed	2,720,395	0.340079	0.340079	0.174397
Abstaining	14,916,674	1.864749	1.864749	0.956268
No vote	158,521	0.019817	0.019817	0.010162
<b>Total</b>	<b>799,929,304</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.281348</b>

**Appointment and fees of the Board of Statutory Auditors and its Chairman.** Determination of annual fees for the members of the Board of Statutory Auditors for the financial years ending 31 December 2017, 2018 and 2019.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	783,600,885	97.958797	97.958797	50.234576
Opposed	3,329,034	0.416166	0.416166	0.213416
Abstaining	5,709,726	0.713779	0.713779	0.366035
No vote	7,289,415	0.911258	0.911258	0.467305
<b>Total</b>	<b>799,929,060</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.281332</b>

**Remuneration Report.** Adoption of the Remuneration Policy pursuant to s. 123-ter of Legislative Decree No. 58/1998 (CFBA) and s. 24 of ISVAP Regulation No. 39/2011. Relevant resolutions.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	740,392,025	92.499046	92.499046	47.464571
Opposed	49,538,137	6.188925	6.188925	3.175759
Abstaining	2,919,123	0.364693	0.364693	0.187137
No vote	7,582,780	0.947336	0.947336	0.486112
<b>Total</b>	<b>800,432,065</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.313579</b>



**2017 Group Long Term Incentive Plan (LTIP).** Adoption of 2017 LTIP pursuant to s. 114-*bis* of CFBA. Relevant resolutions. Delegations of powers.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	743,376,463	92.872009	92.872009	47.655895
Opposed	42,564,678	5.317719	5.317719	2.728709
Abstaining	6,939,474	0.866967	0.866967	0.444871
No vote	7,550,504	0.943305	0.943305	0.484043
<b>Total</b>	<b>800,431,119</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.313518</b>

**2017 Group Long Term Incentive Plan (LTIP).** Adoption of the authorization to purchase own shares and to dispose of them for the purposes of incentive plans. Termination of the authorization given by the Shareholders' Meeting on 28 April 2016. Relevant resolutions. Delegations of powers.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	745,088,099	93.085849	93.085849	47.765624
Opposed	40,781,494	5.094941	5.094941	2.614394
Abstaining	6,925,797	0.865258	0.865258	0.443994
No vote	7,635,729	0.953952	0.953952	0.489506
<b>Total</b>	<b>800,431,119</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.313518</b>

**2017 Group Long Term Incentive Plan (LTIP).** Adoption, in extraordinary session, 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 a one or several transactions, pursuant to s. 2439 of the Italian Civil Code for the purpose of 2017 LTIP. Relevant resolutions. Delegations of powers.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	751,451,262	93.880815	93.880815	48.173549
Opposed	38,611,446	4.823831	4.823831	2.475277
Abstaining	2,797,260	0.349469	0.349469	0.179325
No vote	7,571,151	0.945884	0.945884	0.485366
<b>Total</b>	<b>800,431,119</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.313518</b>



**Share plan for the Managing Director/Group CEO.** Adoption of the special share plan for the Managing Director/Group CEO pursuant to s. 114-*bis* of the CFBA. Relevant resolutions. Delegations of powers.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	703,707,914	87.919461	87.919461	45.112850
Opposed	86,182,202	10.767383	10.767383	5.524913
Abstaining	2,824,526	0.352889	0.352889	0.181073
No vote	7,685,985	0.960267	0.960267	0.492728
<b>Total</b>	<b>800,400,627</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.311563</b>

**Share plan for the Managing Director/Group CEO.** Adoption of the authorization to purchase own shares and to dispose of them for the purposes of the share plan for the Managing Director/Group CEO. Relevant resolutions. Delegations of powers.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	699,641,085	87.411361	87.411361	44.852136
Opposed	90,416,021	11.296346	11.296346	5.796332
Abstaining	2,748,451	0.343384	0.343384	0.176196
No vote	7,595,070	0.948909	0.948909	0.486900
<b>Total</b>	<b>800,400,627</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.311563</b>

**Share plan for the Managing Director/Group CEO.** Adoption, in the extraordinary session, 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. Relevant resolutions. Delegations of powers.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	703,052,839	87.837069	87.837069	45.070854
Opposed	86,834,480	10.848809	10.848809	5.566728
Abstaining	2,883,907	0.360306	0.360306	0.184880
No vote	7,634,401	0.953817	0.953817	0.489421
<b>Total</b>	<b>800,405,627</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.311884</b>



**Amendments to the Articles of Association.** Adoption, in the extraordinary session, of the amendment to Article 7.2 of the Articles of Association (on the keeping of company books). Relevant resolutions. Delegations of powers.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	789,583,924	98.676560	98.676560	50.618133
Opposed	134,623	0.016824	0.016824	0.008630
Abstaining	2,822,840	0.352778	0.352778	0.180965
No vote	7,632,353	0.953837	0.953837	0.489290
<b>Total</b>	<b>800,173,740</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.297018</b>

**Amendments to the Articles of Association.** Adoption, in the extraordinary session, of the amendment to Article 9 of the Articles of Association (on the update of Equity items for the Life section and the Non-Life section) pursuant to s. 5 of ISVAP Regulation No. 17 of 11 March 2008. Relevant resolutions. Delegations of powers.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	789,460,799	98.665609	98.665609	50.610240
Opposed	205,543	0.025688	0.025688	0.013177
Abstaining	2,878,985	0.359811	0.359811	0.184564
No vote	7,592,436	0.948891	0.948891	0.486731
<b>Total</b>	<b>800,137,763</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.294712</b>

**Amendments to the Articles of Association.** Adoption, in the extraordinary session, of the amendment to Article 28.2 of the Articles of Association (on the effects of the loss of the Directors' independence requirements). Relevant resolutions. Delegations of powers.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>
In Favour	785,555,136	98.179634	98.179634	50.359858
Opposed	4,152,565	0.518993	0.518993	0.266210
Abstaining	2,824,899	0.353059	0.353059	0.181097
No vote	7,587,651	0.948314	0.948314	0.486424
<b>Total</b>	<b>800,120,251</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.293589</b>
Shares not computed *	17,512	0.002189	0.002189	0.001123

Shares not computed (pursuant to Article 135 undecies paragraph 3 second sentence of the Legislative Decree n. 58/1998 -Code on financial intermediaries-) for purposes of computing the majority and the capital required for approving the resolution



**Amendments to the Articles of Association.** Adoption, in the extraordinary session, of the amendment to Article 32.2 e) of the Articles of Association (on the approval of the periodic financial information). Relevant resolutions. Delegations of powers.

	<b>NO. SHARES REPRESENTED (in person and/or by proxy)</b>	<b>% OF ORDINARY SHARES REPRESENTED</b>	<b>% OF SHARES ALLOWED TO VOTE</b>	<b>% ON ORDINARY SHARE CAPITAL</b>	
In Favour	789,614,514	98.687227	98.687227	50.620094	
Opposed	141,801	0.017723	0.017723	0.009090	
Abstaining	2,787,296	0.348361	0.348361	0.178686	
No vote	7,574,640	0.946690	0.946690	0.485590	
<b>Total</b>	<b>800,118,251</b>	<b>100.000000</b>	<b>100.000000</b>	<b>51.293461</b>	
Shares not computed *	17,512	0.002189	0.002189	0.001123	

Shares not computed (pursuant to Article 135 undecies paragraph 3 second sentence of the Legislative Decree n. 58/1998 -Code on financial intermediaries-) for purposes of computing the majority and the capital required for approving the resolution