

Reports and proposals on the items on the Agenda

Point 2

**APPROVAL IN AN EXTRAORDINARY SESSION OF AMENDMENTS TO THE
COMPANY'S ARTICLES OF ASSOCIATION: RELATED AND CONSEQUENT
RESOLUTIONS; DELEGATION OF POWERS**



2019

**ASSEMBLEA
DEGLI AZIONISTI**
Shareholders' Meeting



Index

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. 3
- b. Amendment of articles 28.2, 29.1 and 35.2 (on age limits for acceptance of appointment as a member of the Board of Directors, Chairman of the Board of Directors and Managing Director). 5
- c. Amendment of article 35.3 (on appointment of the Chairman of the Executive Committee). 7
- d. Addition of article 37.22 (on holding Board of Auditors' meetings via teleconferencing). 8





Report of the Board of Directors to the Shareholders' Meeting

2. APPROVAL AT THE EXTRAORDINARY MEETING OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION: RELEVANT RESOLUTIONS AND DELEGATION OF POWERS.

- a. Amendments to Article 9 concerning items included in shareholders' equity of Life Insurance and Damages Insurance, in accordance with Art. 5 of ISVAP Regulation No. 17 of 11 March 2008. Related and consequent resolutions. Delegations of powers.
- b. Amendments to Articles 28.2, 29.1 and 35.2, concerning age limit for appointment to the Board of Directors, the Chairman of the same and the Managing Director.
- c. Amendments to Article 35.3, concerning appointment of the chairman of the Executive Committee.
- d. Introduction of Article 37.22, concerning holding the meetings of the Board of Auditors by teleconference.

Shareholders,

You have been asked to attend the Extraordinary Shareholders' Meeting to resolve on the draft resolution for amending some clauses of the Articles of Association of Assicurazioni Generali S.p.A. Precisely, the amendments refer to some articles of the company's Articles of Association:

- a) 9.1 on the items of shareholders' equity of Life Insurance and Damages Insurance;
- b) 28.2, 29.1 and 35.2, on the age limit for appointment to the Board of Directors, the Chairman of the same and the Managing Director;
- c) 35.3, on the appointment of the chairman of the Executive Committee;
- d) 37.22, on holding the meetings of the Board of Statutory Auditors by teleconference.

It is envisaged that the five draft resolutions listed above shall be voted on separately at the shareholders' meeting. Below are some details on the concerned draft resolutions.

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a. Update of the items included in shareholders' equity of Life Insurance and Damages Insurance, in accordance with Art. 5 of ISVAP Regulation No. 17 of 11 March 2008.

Paragraph 5 of Art. 5 of ISVAP Regulation no. 17 of 11 March 2008 requires that, on the occasion of any amendments to the Articles of Association and in any case every three years, insurance companies must resolve to update the clause in their Articles of Association which, under the first paragraph of the article, states the amount of share capital and other elements of shareholders' equity.

On the agenda of this Shareholders' Meeting some amendments to the articles of association have been proposed.

The elements of shareholders' equity indicated in the left-hand column are those set out in the current articles of association, while those indicated in the right-hand column reflect the changes relating to:

- the share capital increase of EUR 4,435,531.00 approved today by the Board of Directors to implement the "Long-Term Incentive Plan 2016" ("LTI Plan 2016"),



which will be executed subject to issue of the IVASS authorisation pursuant to art. 5 of the ISVAP Regulation no. 14 of 18 February 2008;

- the changes arising from the proposals for the approval of the 2018 draft financial

statements and for the allocation of the profit for the year reflected therein.

Therefore, we propose the amendments to the text of art. 9.1 of the Company's Articles of Association, as shown in the table below.

CURRENT TEXT	NEW TEXT
Update of the items of shareholders' equity of Life Insurance and Damages Insurance	
<p>9.1 The amount of the items included in shareholders' equity is as shown below:</p> <p>a) share capital includes €1,095,615,754.80 attributed to Life Insurance and €469,549,609.20 attributed to Damages Insurance;</p> <p>b) share premium reserve includes €2,497,775,151.00 attributed to Life Insurance and €1,070,475,064.72 attributed to Damages Insurance;</p> <p>c) the item revaluation reserves includes €926,828,357.24 attributed to Life Insurance and €1,084,006,294.75 attributed to Damages Insurance;</p> <p>d) legal reserve includes €218,653,156.68 attributed to Life Insurance and €93,708,495.72 attributed to Damages Insurance;</p> <p>e) the item reserves for the parent company's shares comes to 0;</p> <p>f) the item other reserves includes €2,449,939,799.46 attributed to Life Insurance and €3,517,512,843.19 attributed to Damages Insurance;</p> <p>g) the negative reserve for treasury shares held is only attributed to Life Insurance for €3,040,354.88.</p>	<p>9.1 The amount of the items included in shareholders' equity is as shown below:</p> <p>a) share capital includes €1,098,720,625.30 attributed to Life Insurance and €470,880,269.70 attributed to Damages Insurance;</p> <p>b) share premium reserve includes €2,497,775,151.00 attributed to Life Insurance and €1,070,475,064.72 attributed to Damages Insurance;</p> <p>c) the item revaluation reserves includes €926,828,357.24 attributed to Life Insurance and €1,084,006,294.75 attributed to Damages Insurance;</p> <p>d) legal reserve includes €219,744,125.30 attributed to Life Insurance and €94,176,053.70 attributed to Damages Insurance;</p> <p>e) the item reserves for the parent company's shares comes to 0;</p> <p>f) the item other reserves includes €2,455,188,128.05 attributed to Life Insurance and €3,649,514,703.90 attributed to Damages Insurance;</p> <p>g) the negative reserve for treasury shares held is only attributed to Life Insurance for €3,040,354.88.</p>

Draft resolution of the shareholders' meeting

In view of the above, below is the draft resolution of the Shareholders' Meeting, reflecting, as an expression of the shareholders' intention, the content of the proposal described above.

"The Shareholders' Meeting of Assicurazioni Generali S.p.A., gathering at Palazzo dei Congressi della Stazione Marittima in Trieste at Molo Bersaglieri 3, duly called and qualified to pass resolutions, in an ordinary session under Article 2369 of the Civil Code and Article 22 of the Company's Articles of Association,

- having regard to the Report of the Board of Directors on this item of the agenda;
- in view of article 5 of ISVAP Regulation no. 17 of 11 March 2008;
- in view of the financial statements for the year ending on 31 December 2018;

hereby resolves

1. to approve the amendments to Article **9.1** of the Company's Articles of Association, so it reads as stated in the right column of the table above;
2. to grant the Chairman of the Board of Directors and the Managing Director a broad mandate even severally between them and through special attorneys and/or legal representatives of the Company, to implement, in accordance with the company's articles of association, this resolution with the power to make any amendments or additions required during its registration in the Register of Companies, or by other concerned authorities or necessary for issue of any legal approvals, and to look after all matters for complete implementation of the same with every necessary, useful or appropriate power for such purpose."

* * *

b. Age limit of the members of company bodies

It has been proposed to amend the company's Articles of Association to take out the age limit for the members of company bodies, added in 2012, which currently sets the age limit to 77 for the office of Director, 70 for the office of Chairman of the Board of Directors and 65 for the office of Managing Director.

This provision was added to encourage changing the members of the Board of Directors and to bring the standard of the Company's governance model in line with the direction expected to be taken by the best practice in the market. It should be noted that 6 years after these age limits took effect, no tangible benefit has been noticed to date, since the Company had always made such decisions by essentially considering the experience, capabilities and professionalism of candidates rather than their date of birth.

Such rigidity imposed by the Articles of Association could prove to be counter-productive, by setting arbitrary thresholds which cannot be overcome and could prevent us from choosing the best profiles available. In addition, the age

of the members of the Board of Directors and those holding company offices is an important element of diversity which, together with others, enriches and enhances the collegial body, and helps to maintain a balance of experiences not guaranteed otherwise.

Additionally, from dialogue and confrontation started on the matter with the most important shareholders and institutional investors (international and domestic), and from an examination of the most common policies in the market and the view of so-called proxy advisers, it was confirmed that such limits are perceived as a limitation to the Company's independence and the Shareholders' power to elect company bodies.

It should be noted that providing a statutory rule on age limits is an exception not only for Italian listed companies, but also in the broad international sphere.

In view of this, we therefore propose a number of amendments to the text of Articles 28.2, 29.1 and 35.2 of the Company's Articles of Association, as shown in the table below.

CURRENT TEXT	NEW TEXT
Amendments concerning repeal of the statutory age limit for appointment to the offices of the Board of Directors, of the Chairman of the same and of the Managing Director	
28.2 The membership of the Board of Directors with respect to the criteria of gender balance provided by legislation in force. The members of the Board of Directors meet the requirements of professionalism, respectability and independence established by legislation in force. Anyone who is over seventy-seven years of age cannot be elected as a Director. At least one-third of the Directors must meet the requirements of independence provided by the Auditors' law (the "Independent Directors"). [...].	28.2 The membership of the Board of Directors with respect to the criteria of gender balance provided by legislation in force. The members of the Board of Directors meet the requirements of professionalism, respectability and independence established by legislation in force. At least one-third of the Directors must meet the requirements of independence provided by the Auditors' law (the "Independent Directors"). [...].
29.1 The Board of Directors elects one of its members as the Chairman. Anyone who is over seventy years of age cannot be appointed as Chairman.	29.1 The Board of Directors elects one of its members as the Chairman..
35.2 In addition, it can appoint one or more of its members as Managing Director(s) and establish their attributions. Anyone who is over sixty-five years of age cannot be appointed as Managing Director.	35.2 In addition, it can appoint one or more of its members as Managing Director(s) and establish their attributions.



Draft resolution of the shareholders' meeting

In view of the above, below is the draft resolution of the Shareholders' Meeting, reflecting, as an expression of the shareholders' intention, the content of the proposal described above.

"The Shareholders' Meeting of Assicurazioni Generali S.p.A., gathering at Palazzo dei Congressi della Stazione Marittima in Trieste at Molo Bersaglieri 3, duly called and qualified to pass resolutions, in an ordinary session under Article 2369 of the Civil Code and Article 22 of the Company's Articles of Association,

- having regard to the Report of the Board of Directors on this item of the agenda;

hereby resolves

1. to approve the amendment to Article **28.2**, **29.1** and **35.2** of the Company's Articles of

Association, so they read as stated in the right column of the table above;

2. to grant the Chairman of the Board of Directors and the Managing Director a broad mandate even severally between them and through special attorneys and/or legal representatives of the Company, to implement, in accordance with the company's articles of association, this resolution with the power to make any amendments or additions required during its registration in the Register of Companies, or by other concerned authorities or necessary for issue of any legal approvals, and to look after all matters for complete implementation of the same with every necessary, useful or appropriate power for such purpose."

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c. Appointment of the Chairman of the Executive Committee

According to Art. 5 of IVASS Regulation No. 38 of 03 July 2018 concerning corporate governance system, the so-called “strengthened system” applies to the chairman of the board of directors of insurance companies (including Assicurazioni Generali S.p.A.), who must play a “non-executive role” and not perform “any managerial function. In such case he is not a member of the executive committee, if formed within the board of directors in the sense of Article 2381 of the Italian Civil Code, but can attend meetings without any voting right.”

In compliance with the preceding, at the meeting held on 30 January 2019, the Board of Directors resolved on a number of amendments

to the articles of association (Arts. 29.3, 29.4 and 35.3), by virtue of which the Chairman of the Board of Directors of Generali is no longer automatically a member or the chairman of the Executive Committee, if formed.

Owing to the discretionary content of the decision, which - unlike those taken by the Board previously - is not merely for bringing the articles of association in line with new rules of law, the Board has decided to submit a draft proposal for definition of the procedures for appointing the chairman of the Executive Committee, if formed, for examination and evaluation by the Shareholders' Meeting.

In view of this, our intention is to amend the text of Art. 35.3 of the Company's Articles of Association, as shown in the table below.

CURRENT TEXT	NEW TEXT
Amendments concerning appointment of the chairman of the Executive Committee	
<p>35.3 The Executive Committee is made up of no less than 5 and no more than 9 members, including the Deputy-Chairmen and Managing Directors, if any. The Chairman of the Board of Directors attends the meetings of the Committee without any voting rights.</p>	<p>35.3 The Executive Committee is made up of no less than 5 and no more than 9 members, including the Deputy-Chairmen and Managing Directors, if any. The Chairman of the Executive Committee is a member of the Board of Directors and is chosen by board members. The Chairman of the Board of Directors attends the meetings of the Committee without any voting rights.</p>

Draft resolution of the shareholders' meeting

In view of the above, below is the draft resolution of the Shareholders' Meeting, reflecting, as an expression of the shareholders' intention, the content of the proposal described above.

“The Shareholders' Meeting of Assicurazioni Generali S.p.A., gathering at Palazzo dei Congressi della Stazione Marittima in Trieste at Molo Bersaglieri 3, duly called and qualified to pass resolutions, in an ordinary session under Article 2369 of the Civil Code and Article 22 of the Company's Articles of Association,

— having regard to the Report of the Board of Directors on this item of the agenda;

hereby resolves

1. to approve the amendments to Article **35.3**

of the Company's Articles of Association, so it reads as stated in the right column of the table above;

2. to grant the Chairman of the Board of Directors and the Managing Director a broad mandate even severally between them and through special attorneys and/or legal representatives of the Company, to implement, in accordance with the company's articles of association, this resolution with the power to make any amendments or additions required during its registration in the Register of Companies, or by other concerned authorities or necessary for issue of any legal approvals, and to look after all matters for complete implementation of the same with every necessary, useful or appropriate power for such purpose.”

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d. Board of Statutory Auditors meetings held by telecommunications means

Such proposed amendments to the articles of association regards formalisation in the articles of the option of the Board of Statutory Auditors of holding meetings by audio- and video-conference, similarly to the provision made for the Board of Directors.

This amendment aims to insert a common practice among Italian listed companies in the articles of association, so as to enable the Board

of Statutory Auditors to work in other ways and, consistently with the opportunities long provided by modern technology, let members attend meetings in an efficacious manner, as they are held more frequently and are more articulate, considering regulatory changes and best practices.

In view of this, we propose to insert a new clause in the text of Art. 37 of the Articles of Association and in particular, a new Art. 37.22, as shown in the table below.

CURRENT TEXT	NEW TEXT
Amendment for formalisation of the procedure for holding meetings of the Board of Statutory Auditors by telecommunications means	
The current Articles of Association of the Company does not contain an Article 37.22	37.22 The meetings of the Board of Statutory Auditors may be held in the form of teleconferences and video conferences, on condition that each person in attendance can be identified by all others attending the meeting and they are all able to follow and intervene in real time in the discussion. When such conditions are ascertained, the meetings are considered held in the place where the Chairman is located.

Draft resolution of the shareholders' meeting

In view of the above, below is the draft resolution of the Shareholders' Meeting, reflecting, as an expression of the shareholders' intention, the content of the proposal described above.

"The Shareholders' Meeting of Assicurazioni Generali S.p.A., gathering at Palazzo dei Congressi della Stazione Marittima in Trieste at Molo Bersaglieri 3, duly called and qualified to pass resolutions, in an ordinary session under Article 2369 of the Civil Code and Article 22 of the Company's Articles of Association,

- having regard to the Report of the Board of Directors on this item of the agenda;

hereby resolves

Milan, 13 March 2019

1. to approve the amendment to Article **37.22** of the Company's Articles of Association, so it reads as stated in the right column of the table above;
2. to grant the Chairman of the Board of Directors and the Managing Director a broad mandate even severally between them and through special attorneys and/or legal representatives of the Company, to implement, in accordance with the company's articles of association, this resolution with the power to make any amendments or additions required during its registration in the Register of Companies, or by other concerned authorities or necessary for issue of any legal approvals, and to look after all matters for complete implementation of the same with every necessary, useful or appropriate power for such purpose."

THE BOARD
OF DIRECTORS

