



17/03/2016
PRESS RELEASE

Notice of call of the 2016 Shareholders' Meeting

Milan – The Board of Directors called both the ordinary and the extraordinary Shareholders' Meetings on April 26-27-28, 2016.

The **ordinary** Meeting will resolve on:

- The approval of the Annual Report as of December 31, 2015, the net result allocation and the dividend distribution; delegations of powers;
- Appointment and fees of the Board of Directors for the financial years ending on 31 December 2016, 2017 and 2018;
- Remuneration Report;
- approval of the 2016 Long Term Incentive Plan (LTIP);
- authorization to purchase and dispose a maximum of 10 million treasury shares in accordance to the Long Term Incentive Plan. The authorization is requested for a period of 12 months from the date of the adoption of the Meeting resolution. The minimum price of the shares shall not be lower than its nominal value (€1), while the maximum price shall not be more than 5% higher than the reference price of the stock on the day before each single purchase transaction. Purchases of treasury shares will be made in compliance with article 144-bis, paragraph 1, letters b) and c) of the Issuers' Regulations, according to the operating procedures defined by the markets' organizational and management regulations, in order to ensure an equal treatment among shareholders.

The **extraordinary** Meeting will resolve on the proposal to delegate to the Board of Directors a free and divisible capital increase in accordance to the new Long Term Incentive Plan to a maximum of €10 million, for a period of 5 years from the date of the Meeting. Please note that up to this date the Company and its subsidiaries currently own 442,166 Generali shares, equal to 0.028% of the Company's share capital. In addition, the **extraordinary** Meeting will resolve on some variations to article 9 and 28 of the Company's By-laws.

The full text of the proposals for resolution and the Board of Directors' reports on the subjects of the agenda, together with the complete related documentation, will be made available, according to the terms and procedures indicated by law, at the Company's legal office, as well as on the Company's website www.generali.com and on the website of Bit Market Services www.emarketstorage.com, appointed/in charge of the central storage of regulated information.

THE GENERALI GROUP

The Generali Group is one of the largest global insurance providers with 2014 total Premium income of more than € 70 billion. With 77,000 employees worldwide serving 72 million insured persons in more than 60 countries, the Group occupies a leadership position on West European markets and an increasingly important place on markets in Central Eastern Europe and Asia.

Generali ranked among the world's 50 smartest companies in 2015 according to the MIT Technology Review. Generali is the only insurer on this list.

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