



Notice of Shareholders' Meeting

All Shareholders are invited to attend a General Meeting at the secondary division of the Company, in Mogliano Veneto (Treviso), via Marocchesa 14, on

15 June 2007, at 11:00	to adopt Ordinary and Extraordinary resolutions (first call) and, if necessary, on
18 June 2007, at 11:00	to adopt Extraordinary resolutions (second call) and, if necessary,
20 June 2007, at 11:00	to adopt Ordinary resolutions (second call) and Extraordinary resolutions (third call)

to resolve the following

AGENDA

Extraordinary resolution:

1. Changes to articles 9 (Capital share allocation), 15 (General meeting agenda), 16 (Proposals of motions at the Shareholders' Meeting), 19 (Ordinary Shareholders' Meeting), 24 (Voting), 27 (Composition and appointment of the General Council), 31 (Board of Directors), 39 (Administrator's fees), 40 (Board of Auditors), 44 (Financial Statements) and 46 (Profit sharing) of the Company's Articles of Association: relating and consequent resolutions. Granting of authority.
2. Stock option plans for the Chairman, the Managing Directors and the Parent Company and the Group managers: deliberations consequent to the implementation of the capital increase operation in compliance with article 2442 of the Civil Code. Related and consequent resolutions and granting of authority.

Ordinary resolutions:

3. The fixing of the compensation for the members of the Board of Directors in the 2007/2009 period, in compliance with article 2389 of the Civil Code and with article 19 of the Articles of Association: related and consequent resolutions. Granting of authority.
4. The authorisations, in compliance with articles 2357 and 2357-ter of the Civil Code, for the acquisition of own shares and the provision as to their allocation for investments to be carried out by open-end pension funds managed by the Company, by its internal insurance funds and by its separate account management: related and consequent resolutions. Granting of authority.
5. The authorization to underwrite an insurance liability policy for the corporate bodies: Related and consequent resolutions.

The Meeting may be attended by Shareholders who are entitled to vote, provided that:

- a) they prove their right to vote as envisaged by the law;
- b) the notification sent by the intermediary in charge of the share depository system, now replacing the deposit giving the right to attend the Meeting, has been received by the Company's registered office at least two days prior to the date set for the first call of the Meeting.

Holders of shares not yet dematerialised can only attend the Shareholders' Meeting if they have previously handed over their share certificates to one of the entities indicated in Article 24 of the CONSOB resolution No. 11768 of 23 December 1998, in order to have them entered into the system under the dematerialisation regime and to notify them as envisaged by subparagraph b).

The reports on the items of the Agenda will be duly deposited and available at the Registered Office in Trieste, at the Direzione per l'Italia at Mogliano Veneto (TV), 14, via Marocchesa, at the Ufficio Azioni (Shareholders' Department) in Rome, 11, piazza Venezia, at the Ufficio Azioni (Shareholders' Department) in Milan, 2, piazza Cordusio, and at the offices of the Stock Exchange of Milan, 6, piazza degli Affari. Copies of these documents can be obtained on request.

The above-mentioned documents shall also be available on the website www.generali.com.

The notice of shareholders' meeting was published on the Gazzetta Ufficiale (Official Journal) of the Italian Republic, Section II - of 12 May, 2007, number 55. For further information or clarification relating to the general meeting or the attendance thereto, the following e-mail address (azionisti@generali.com), telephone numbers (+39 040 671621; +39 040 671226; +39 040 671352) and facsimile numbers (+39 040 671300; +39 040 671660) are available.

Persons, other than shareholders, wishing to attend the shareholders' meeting can contact the following numbers: tel. +39 040 671876 / +39 040 671202 / +39 040 671347, fax +39 040 671260 for financial experts and analysts; tel. +39 040 671102, fax +39 040 671127 for journalists.

Registered Office and Central Head Office in Trieste

Capital (paid in full) Euro 1,278,285,370.00
Company established in Trieste in 1831
Fiscal code and Trieste Companies Register 00079760328
Authorised to transact insurance business
per Article 65 of RDL April 29, 1923, N. 966.