



**GENERALI**  
Assicurazioni Generali S.p.A.

## NOTICE OF SHAREHOLDERS' MEETING

All Shareholders are invited to attend the Shareholders' Meeting at the Company's Sub-Head Office in Mogliano Veneto (Treviso), Via Marocchese 14, on

**13 July 2009 at 9.30 a.m.**

**14 July 2009 at 9.30 a.m.**

**15 July 2009 at 9.30 a.m.**

**extraordinary business (first call) and, if necessary, on  
extraordinary business (second call) and, if necessary, on  
extraordinary business (third call)**

to resolve on the following

### AGENDA

1. Approval of the draft merger by incorporation of Alleanza Assicurazioni S.p.A. and Toro Assicurazioni S.p.A. into Assicurazioni Generali S.p.A., following the split-up of Toro Assicurazioni S.p.A.'s insurance business and one branch of Alleanza Assicurazioni S.p.A.'s insurance business by way of contribution to Alleanza Toro S.p.A.. Ensuing increase in share capital as a result of the merger and the stock option plans adopted by Alleanza Assicurazioni S.p.A. on 24 April and 24 June 2003 respectively: ensuing changes to the Articles of Association. Related and consequent resolutions. Delegations of powers.

The notice of Shareholders' Meeting was published in the Gazzetta Ufficiale (Official Journal) of the Italian Republic, Section II, on 11 June 2009, issue 66.

Under Article 8, paragraph 1 of the Company's Articles of Association, the share capital is made up of no. 1,410,113,747 ordinary shares with a nominal value of Euro 1.00 each.

### Documentation

The Directors' Report on the item on the agenda and the documentation on the transaction as envisaged by Article 2501-*septies* of the Italian Civil Code will be duly deposited at the registered office, at the Direzione per l'Italia (Italian Head Office) at 14, Via Marocchese, Mogliano Veneto (TV), at the Ufficio Azioni (Shareholders' Department) at 11, Piazza Venezia, Rome, at the Ufficio Azioni (Shareholders' Department) at 2, Piazza Cordusio, Milan, and at the offices of Borsa Italiana S.p.A. (Stock Exchange) in compliance with Article 2501-*septies* of the Italian Civil Code thirty days before the Meeting. Copies of these documents are available on request. The information document on the transaction - drawn up under Articles 70, paragraph 4 and 71 *bis* of Consob Regulation on Issuers - will be made public following the same procedure according to the law.

Said documents will also be available on the Company's website [www.generali.com](http://www.generali.com).

### Instructions

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

- a) they prove their right to vote in accordance with the statutory procedure;
- 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, is received at 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 may only attend the Shareholders' Meeting if they have previously delivered their share certificates to one of the parties authorised to enter them in the system under the dematerialisation procedure, and to notify them as specified in sub-paragraph b) above.

Shareholders may be represented at the Meeting by a proxyholder with written proxy in compliance with existing regulations. A proxy form in Italian drawn up in compliance with existing regulations must be reproduced at the bottom of each copy of the notice issued to the Shareholder by the proxyholder. A proxy form in Italian and English is also available on the Company's website [www.generali.com](http://www.generali.com).

### Logistical information

Those attending the Shareholders' Meeting may follow the proceedings by means of simultaneous interpretation from Italian to their language (English, French and German). The headphones required to make use of this service can be collected from the reception desk at the entrance to the meeting room. For further information or clarification relating to the Shareholders' Meeting or attendance at the Meeting, the following e-mail address ([azionisti@generali.com](mailto:azionisti@generali.com)), telephone numbers (+39040671621; +39040671352; +39040671226) and fax numbers (+39040671300; +39040671660) are available. Persons other than shareholders wishing to attend the Shareholders' Meeting can contact the following numbers: tel. +39040671402; fax +39040671338 for financial experts and analysts; tel. +39040671102 and fax +39040671127 for journalists.

*For the Board of Directors*  
*Chairman*  
*(Antoine Bernheim)*

#### Registered Office and Central Head Office in Trieste

Share Capital Euro 1,410,113,747.00 fully paid-up (as of December 31, 2008)

Company established in Trieste in 1831

Registered Office in Trieste (Italy)

Company entered in Section I of the Register of Italian Insurance and Reinsurance Companies under no. 1.00003

Parent Company of Generali Group, entered in the Register of Insurance groups.

Fiscal code, VAT and Trieste Companies' Register no. 00079760328