



13/03/2019
PRESS RELEASE

Notice of call of the 2019 Shareholders' meeting

Milan – The Board of Directors called both the ordinary and the extraordinary Shareholders' Meetings on April 30 and on May 3 and 7, 2019, in Trieste.

The **ordinary Meeting** will resolve on:

- Approval of the Annual Financial Statements as at 31 December 2018, including the Reports of the Board of Directors, of the Board of Statutory Auditors and of the External Auditor. Presentation of the consolidated financial statements and the integrated annual report. Allocation of profits 2018 and distribution of dividends.
- Appointment of the Board of Directors in office for the financial years ending on 31 December 2019- 2021, prior determination of the number of members; determination of the remuneration of the members of the Board of Directors.
- Appointment of the Independent Auditor for 2021-2029 and determination of its remuneration.
- Presentation of the remuneration report; approval of the remuneration policy under art. 123-ter of TUIF and art. 59 of IVASS Regulation 38/2018.
- Group Long Term Incentive Plan 2019: approval of the Plan under art. 114-bis of TUIF, approval of the authorisation to purchase own shares and to dispose of them for the purpose of incentive plans.
- Share Plan for Generali Group employees: approval of the Plan under art. 114-bis of TUIF; approval of the authorisation to purchase own shares serving the Plan and to dispose of them.

The **extraordinary Meeting** will resolve on:

- Approval of amendments to the Company's Articles of Association: 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; articles 28.2, 29.1 and 35.2 (on age limits for appointment as members of the Board of Directors, Chairman of the Board of Directors and Managing Director); article 35.3 (on appointment of the Chairman of the Executive Committee); article 37.22 (on holding Board of Auditors' meetings via teleconferencing).
- Group Long Term Incentive Plan 2019: approval of the delegation of power to the Board of Directors, 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, for the purposes of the Plan.

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The full text of the draft resolutions and the reports of the Board of Directors on the items of the agenda and all the documents, according to applicable laws, will be available at the Company's registered office, in the eMarket SDIR mechanism at the Internet address www.emarketstorage.com as well as in the Company's website www.generali.com.

From March 14, 2019, for information:
www.generali.com

THE GENERALI GROUP

Generali is an independent, Italian insurance and asset management group, with a strong international presence. Established in 1831, it is among the world's leading insurers and is present in 50 countries with total premium income exceeding € 68 billion in 2017. With nearly 71,000 employees in the world and 57 million customers, the Group is a major player in Western Europe and has an increasingly significant presence in Central and Eastern Europe as well as in Asia.