

## ASSICURAZIONI GENERALI S.P.A.

Registered office: Piazza Duca degli Abruzzi no. 2, Trieste  
Share capital: € 1,556,873,283.00, fully paid-up  
Tax Identification Number and Trieste Companies Registry Number: 00079760328  
Insurance and Reinsurance Companies Register No. 1.00003  
Parent company of the Generali Group,  
listed in the Insurance Groups Register under no. 026

# Notice of call of the Shareholders' Meeting

Shareholders are invited to attend the Shareholders' Meeting at Palazzo dei Congressi, Stazione Marittima, Molo Bersaglieri 3, Trieste, on

- **28 April 2014, at 9.00 a.m.** : in ordinary and extraordinary session (first call), and if needed
- **29 April 2014, at 9.00 a.m.** : in extraordinary session (second call), and if needed
- **30 April 2014, at 9.00 a.m.** : in ordinary session (second call) and extraordinary session (third call)

to pass resolutions on the following

### AGENDA

#### Ordinary business:

1. Financial statements as at 31 December 2013, allocation of profits of the year and distribution of dividends: related and ensuing resolutions; delegation of powers;
2. Appointment of Board of Statutory Auditors and its Chairman for the financial years ending on 31 December 2014, 2015 and 2016: related and ensuing resolutions;
3. Determination of annual fees for Statutory Auditors: related and ensuing resolutions;
4. Appointment of a Director: related and ensuing resolutions;
5. Remuneration Report pursuant to s. 123-ter of Legislative Decree no. 58/1998 (CFBA) and s. 24 of ISVAP Regulation no. 39/2011: related and ensuing resolutions;
6. Adoption of a new Long-Term Incentive Plan pursuant to s. 114-bis of the CFBA: related and ensuing resolutions; delegation of powers;

7. Authorisation to purchase and dispose of the Company's own shares for the purposes of the Long-Term Incentive Plan: related and ensuing resolutions; delegation of powers;

#### Extraordinary business:

8. Proposed delegation to the Board of Directors pursuant to s. 2443 of the Civil Code, for the period of 5 years from the date of the resolution, of power to increase the share capital by means of a free issue in instalments, pursuant to s. 2439 of the Civil Code, for the purposes of the new Long-Term Incentive Plan: related and ensuing resolutions; delegation of powers.

## ADDITIONS TO THE AGENDA

Shareholders who, either individually or jointly, account for at least one-fortieth of the share capital may, within ten days of the publication of this notice of call, i.e. by 24 March 2014, request additions to the list of items of the agenda, specifying in their application the additional items they suggest or submitting draft resolutions on items already on the agenda.

The request must be submitted in writing to the Company's registered office, to the attention of the Head of the Group Corporate Affairs, also by mail or by e-mail to the certified e-mail address [azioni@pec.generalicom](mailto:azioni@pec.generalicom). Ownership of shares by the applicant Shareholders and of the shareholding that is needed to request additions to the agenda must be proved by a specific certificate produced by the intermediary depository and e-mailed to [azioni@pec.generalicom](mailto:azioni@pec.generalicom).

Additions to the list of items on the agenda are not allowed on items which the Shareholders' Meeting is required by law to debate upon the proposal of the Directors or on the basis of projects or reports drafted by the Directors. Information about any additions to the agenda or the submission of further draft resolutions on items already on the agenda will be given in the statutory forms laid down for the notice of call, within the deadlines specified in the applicable regulations.

Shareholders requesting additions to the agenda are required to draft a report stating the reasons for the draft resolutions regarding the new items they suggest, or the reason for the further draft resolutions on items already on the agenda, and such report must be delivered to the Board of Directors within the deadline for submission of requests, i.e. within 24 March 2014. The report will be made available to the public, together with any evaluations by the Board of Directors, when the notice of additional items is published.

## APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

For the appointment of the Board of Statutory Auditors, which will be based on lists of candidates, reference is made to s. 37 of the Articles of Association, published in the "Governance" section of the Company's website. The following provisions apply:

- **Entitlement to submit lists.** Lists may be submitted by Shareholders who, either alone or jointly with others, account for at least 0.5% of the share capital. Ownership of the minimum shareholding required to submit lists is determined on the basis of the shares registered in the Shareholder's name on the date when the lists are delivered to the Company. Shareholders entitled to vote, companies directly or indirectly controlled by them, and companies directly or indirectly subject to joint control, may jointly submit and may only vote for, one list; no account will be taken of support given to any of the lists in the event of breach of this provision.
- **Connections.** Pursuant to CONSOB notice no. DEM/9017893 of 26 February 2009, shareholders submitting minority lists are required to file, together with the list and the additional documentation required by s. 37 of the Articles of Association, a statement that they have no direct or indirect connection with the Shareholder that owns the relative majority shareholding (Mediobanca S.p.A.). Such statement must also specify any relations if significant with the shareholder that has the relative majority shareholding, if identifiable, and the reasons why such relations are not considered to constitute said connections; alternatively, the absence of the said relations must be specified

## PROCEDURES AND TIMING FOR SUBMISSION AND PUBLICATION OF LISTS.

The lists, signed by the entitled Shareholder(s) and accompanied by information about the Shareholders who submit them, details of the total percentage of share capital held by them, and the documentation required by s. 37 of the Articles of Association must be filed at the Company's registered office, to the attention of the Head of the Group Corporate Affairs, or sent to the certified e-mail address [azioni@pec.generalitali.com](mailto:azioni@pec.generalitali.com), not later than the twenty-fifth calendar day before the date of the first call of the Shareholders' Meeting, namely by 3 April 2014.

In the event that, as of the expiry date of the abovementioned term, only one list or lists submitted by Shareholders connected to each other have been submitted, the lists may be submitted until the third day subsequent to such date, i.e. by April 6, 2014. In such event, the Shareholders who, either alone or together with other Shareholders, represent at least 0.25% of the shares with voting right in the ordinary Shareholders' Meeting, are entitled to submit the lists. For organizational reasons, the Shareholders are recommended to submit their lists of nominees by and within 8.00 p.m. for the deadline of April 6, 2014.

The lists will be made available to the public by 7 April 2014 at the registered office, at Borsa Italiana S.p.A. and in the Company's website ([www.generalitali.com](http://www.generalitali.com)), in the Investor Relations – 2014 Annual Shareholders' Meeting section. The certificate proving ownership of the minimum shareholding required to submit lists must be evidenced by a specific communication produced by the intermediary depository and e-mailed to [azioni@pec.generalitali.com](mailto:azioni@pec.generalitali.com), which can also be produced after the said deposit, but not later than the closing date for the publication of the lists, namely 7 April 2014, failing which the list will be deemed not to have been submitted.

## DOCUMENTATION

The full text of the draft resolutions and the reports by the Board of Directors on the items on the agenda, the financial statements of 2013 financial year with all schedules and statements signed by the Manager in charge of Preparation of the Company's Financial Reports, the Information Documents on the new incentive plan for the management of

the Generali Group, together with the Annual Corporate Governance and Share Ownership Report and the Remuneration Report will be filed at the Company's registered office within the statutory period, at the disposal of anyone requesting to view them or obtain a copy thereof.

The said documents will also be published on the Company's website [www.generalitali.com](http://www.generalitali.com) in the Investor Relations – 2014 Annual Shareholders' Meeting section, together with forms which Shareholders may use to appoint proxies, as indicated below and at Borsa Italiana S.p.A.. The said website also contains information about the amount of the share capital, with details on the relevant number and categories of the shares.

## RIGHT TO SUBMIT QUESTIONS

Those entitled to vote may ask questions about the items on the agenda also before the Shareholders' Meeting, up to the third day before the date of the first call of the Meeting (i.e. by 24 April 2014), by delivering them to the Company's registered office, to the attention of the Head of the Group Corporate Affairs, or e-mailing them to [shareholders@generalitali.com](mailto:shareholders@generalitali.com), by the dates and in accordance with the procedures published on the Company's website.

Questions received before the Shareholders' Meeting will be answered at the latest during the Meeting. The Company may provide a single answer to all questions on the same topics.

## ATTENDANCE AT THE SHAREHOLDERS' MEETING

Entitlement to attend the Shareholders' Meeting and exercise voting rights is proved by a certificate issued to the Company by an authorised intermediary in accordance with its books of account, in favour of the party holding voting rights. The certificate is issued by the intermediary on the basis of the evidence on the record date (15 April 2014), namely the seventh market trading day before the date of the first call of the Shareholders' Meeting.

Debit and credit entries made after that date will not be taken into account for the purpose of establishing entitlement to vote at the Shareholders' Meeting; parties who are the owners of shares only after that date will not be entitled to attend or vote at the Shareholders' Meeting. The owners of shares which have not

yet been dematerialised may only attend the Shareholders' Meeting if their share certificates are first deposited with a party authorised to input them into the dematerialisation system, and to issue the subsequent notice by the authorised intermediary.

Attendance of Shareholders at the Shareholders' Meeting is governed by the applicable legislation and regulations, and by the provisions of the Articles of Association and the Shareholders' Meeting Regulation, which are available on the Company's website. Those holding voting rights may appoint a proxy to represent them at the Shareholders' Meeting according to the modalities provided by law. Shareholders may appoint the Company's designated representative "Computershare S.p.A." as proxy with voting instructions, free of charge, pursuant to s. 135-undecies of the CFBA. The proxy must be appointed by signing the proxy form which is available on the Company's website, in the Investor Relations – 2014 Annual Shareholders' Meeting section, from 7 April 2014 at the latest. The proxy form must be received by "Computershare S.p.A." not later than 28 April 2014, according to the procedure specified in para. 1 of the "Compilation and transmission instructions" contained in the said form.

The proxy does not cover draft resolutions for which no voting instructions have been given. The proxy and voting instructions may be revoked by the same expiry date and with the same procedures as their issue.

The certificate issued to the Company by the intermediary, proving that the shareholder is entitled to attend the Shareholders' Meeting and exercise voting rights, is also required if the designated representative is appointed as proxy: in the absence of the said certificate, the proxy form is deemed to be null and void. Alternatively, Shareholders may appoint a proxy by filling in the proxy form available on the Company's website.

The representative by proxy may deliver or send a copy of the proxy form instead of the original by sending it to the certified e-mail address [azioni@pec.generalitaly.com](mailto:azioni@pec.generalitaly.com), certifying on his/her own responsibility that the copy is a true copy of the original and certifying the identity of the principal.

Pursuant to the applicable legislation, the representative will retain the original proxy form, and keep details of any voting instructions received, for one year since the end of the Shareholders' Meeting.

The proxy may be also granted by electronic document underwritten in electronic form pursuant to article 21, paragraph 2, of Legislative Decree dated March 7, 2005, no. 82 and sent to the certified e-mail address, [azioni@pec.generalitaly.com](mailto:azioni@pec.generalitaly.com).

## LOGISTICAL INFORMATION

A simultaneous interpreting service is available from Italian into a number of foreign languages (English, French, German and Spanish) during the proceedings of the Shareholders' Meeting. For such purpose, headphones will be provided at the desk at the entrance of Stazione Marittima.

Further information or explanations about Shareholders' attendance to the Shareholders' Meeting can be obtained by e-mailing [shareholders@generalitaly.com](mailto:shareholders@generalitaly.com) or by phone at no. +39040671621 or +39040671352 or fax no. +39040671300 or +39040671660; others wishing to attend the Shareholders' Meeting may also contact the following numbers: for experts and financial analysts: telephone +39040671402, fax +39040671338; for journalists: telephone +39040671102, fax +39040671127.

**For the Board of Directors**  
Chairman  
(Gabriele Galateri di Genola)