



GENERALI

Assicurazioni Generali S.p.A.

ORDINARY SHAREHOLDERS' MEETING 21 and 24 APRIL 2009 ITEMS ON THE AGENDA

- Presentation of Financial Statements as at 31 December 2008 with the Directors' reports and the External Auditors' report; Board of Statutory Auditors' report. Presentation of the Consolidated Financial Statements. Distribution of profits and distribution of available reserves also through assignment of own shares. Related and consequent resolutions. Delegations of powers.**

Shareholders will be asked to consider and adopt the Company's Financial Statements as at 31 December 2008.

The **unit dividend** proposed for the 2008 financial year will consist of:

- € 0.15 per share in cash and
- a free allocation of one Assicurazioni Generali ordinary share every 25 shares owned¹. The shares allocated will be fully taken from the own shares in portfolio.

Subject to approval by the Shareholders' Meeting, the Company will pay the said dividend as from 21 May 2009, and shares will trade ex-dividend on 18 May 2009.

The total grant in cash will be equal to a maximum of € 211,517,062.05 while that in kind will be equal to a minimum of 54,075,743.00 of own shares taken from the 58,145,174.00 of the own shares in portfolio.

Further information on the Financial Statements and the consolidated Financial Statements (which was approved by the Board of Directors on 20 March 2009 and is not subject to examination by the Shareholders' Meeting) can be found in the Directors' Report on the Financial Statements, the Directors' Report on the consolidated Financial Statements, the press release of 20 March 2009 and the newsletter *Investor's Info*.⁽²⁾

- Appointment of a member of the Board of Directors: related and consequent resolutions**

¹ The amount, based on closing share price of 19 March 2009, is equal to € 0.47.

⁽²⁾ The Company's Financial Statements as at 31 December 2008 and the other above-mentioned documents are also available on the website www.generali.com and can be sent to Shareholders upon request.

Given the demise of Mr. Vittorio Ripa di Meana, member of the Company's Board of Directors, Shareholders will be called upon to approve a proposal on the appointment of a new Director, who will hold office for the remaining term of the Board of Directors – appointed by the Shareholders' Meeting on 28 April 2007 – i.e. until the approval of the Financial Statements for the year ending 31 December 2009.

- Appointment of the elective members of the General Council for 2009/2011, subject to determination of their number**

The 2009 Shareholders' Meeting marks the end of the term of office of the General Council, which is a high advisory body within the Company dealing with all issues concerning the Group expansion in international insurance markets and, in general, with insurance and financial problems concerning the Group's interests. Pursuant to Article 27 of the Company's Articles of Association, the General Council consists - in addition to the Company's members of the Board of Directors and General Managers - of not less than 15 and not more than 35 members appointed by the Shareholders' Meeting.

With regard to the above, Shareholders will be called upon to approve the following resolutions:

- to establish the number of the General Council elective members to 22 for the three-year period from 2009 to 2011;
- to confirm as General Council members the current members, i.e.: Giorgio Davide ADLER, José Ramón ALVAREZ RENDUELES, José Maria AMUSATEGUI de la CIERVA, Francesco Maria ATTAGUILE, Claude BEBEAR, Kenneth J. BIALKIN, Gerardo BROGGINI, Giacomo COSTA, Maurizio DE TILLA, Enrico FILIPPI, Carlos FITZ-JAMES STUART y MARTINEZ de IRUJO, Albert FRERE, Georges HERVET, Dietrich KARNER, Khoon Chen KUOK, Stefano MICOSI, Benedetto ORSINI, Arturo ROMANIN JACUR, Guido SCHMIDT-CHIARI, Theo WAIGEL and Wilhelm WINTERSTEIN;
- to appoint Mr. Alejandro VALENZUELA del RIO, General Manager/CEO of Grupo Financiero Banorte, as a new member.

Profiles of election candidates for the General Council

Giorgio Davide ADLER was born in Milan on 24 October 1960. Graduated in Political Science, he works as a financial consultant. He has been member of the Company's General Council since 1997.

José Ramón ALVAREZ RENDUELES was born in Gijón (Asturias-Spain) on 17 June 1940. He is Chairman of Aceralia Corporation Siderurgica and member of the Board of Directors of Generali España Holding. He was awarded several titles and decorations including *Gran Cruz del Mérito Civil de España*, *Officier de la Légion de Honor*, *Medaglia al Merito della Repubblica Italiana* and *Grande Oficial de Cruzeiro do Sur*. He has been member of the Company's General Council since 1985.

José María AMUSATEGUI de la CIERVA was born in San Roque (Cadiz - Spain) on 12 March 1932. He was awarded the Gran Cruz del Mérito Civil. He was Chairman of Banco Central Hispanoamericano and is now Chairman of Banco Vitalicio de España. He has been member of the Company's General Council since 1992.

Francesco Maria ATTAGUILE was born in Grammichele (CT) on 26 November 1945. He is a lawyer and Chairman of the Notary Public Pension Fund. He has been member of the Company's General Council since 2006.

Claude BEBEAR was born in Isaac (France) on 29 July 1935. He was a founding member of the Axa Insurance Group of which he was long Chairman. Today he is its Honorary Chairman. He was awarded the following decorations: *Chevalier de la Legion d'Honneur* and *Officier de l'Ordre National du Mérite*. He has been member of the Company's General Council since 1997.

Kenneth J. BIALKIN was born in New York on 9 September 1924. Graduated in Law at Harvard University, he started his career as a lawyer and still practices law at Skadden, Arps, Slate, Meagher & Flom, LLP, New York. He has been member of the Company's General Council since 2000.

Gerardo BROGGINI was born in Locarno (Switzerland) on 16 November 1926. He is a lawyer and university professor. He was member of Generali Board of Directors and other Board Committees from 1998 to 2007. He has been member of the Company's General Council since 2007.

Giacomo COSTA was born in Genoa on 16 March 1929. He graduated in Economics and started to work in his family's shipping company. He has been member of the Company's General Council since 1966.

Maurizio DE TILLA was born in Naples on 6 April 1941. Lawyer, he is the Chairman of ADEPP (Private Pension Fund Association). He has been member of the Company's General Council since 2000.

Enrico FILIPPI was born in Rivoli (Turin) on 6 December 1937. He is a university professor and a member of CERIS – CNR (National Research Council). He has been member of the Company's General Council since 1994.

Carlos FITZ-JAMES STUART y MARTINEZ de IRUJO was born in Madrid (Spain) on 2 October 1948. He was Chairman of Caja de Prevision y Socorro S.A. and is now member of the Board of Directors of Generali España Holding. He has been member of the Company's General Council since 1983.

Albert FRERE was born in Fontaine l'Evêque (Belgium) on 4 February 1926. He is an entrepreneur in the steel industry and Chairman of Groupe Bruxelles Lambert. He was made Baron by the King of Belgium and has been member of the Company's General Council since 1992.

Georges HERVET was born in Bourges (France) on 5 June 1924. He was long Chairman of Banque Herve. He was awarded the title of *Officier de la Légion d'Honneur et de l'Ordre National du Mérite*. He was member of Generali Board of Directors from 1992 to 2004. He has been member of the Company's General Council since 2004.

Dietrich KARNER was born in Rome on 31 January 1939. Graduated in Law, he started his career in 1963 in the Generali Group. In 1986 he was appointed CEO of Generali Holding Vienna and is now Chairman of its Supervisory Board. He has been member of the Company's General Council since 2004.

Khoon Chen KUOK was born in Hong Kong on 6 August 1954. He is an entrepreneur and trading partner of Generali in south-east Asia. He is Chairman and Managing Director of Kerry Holdings Group and other Kuok Group companies. He has been member of the Company's General Council since 2000.

Stefano MICOSI was born in Bologna on 27 October 1946. Economist and leader writer, he is the General Manager of Assonime and has been member of the Company's General Council since 2000.

Benedetto ORSINI was born in Rome on 21 June 1956. He runs his farming business and has been member of the Company's General Council since 2006.

Arturo ROMANIN JACUR was born in S. Paolo (Brazil) on 31 July 1942. After graduating in Law he set up his own business. He was member of Generali Board of Directors from 1995 to 2003.

He has been member of the Company's General Council since 2004.

Guido SCHMIDT-CHIARI was born in Vienna on 13 September 1932. He is Chairman of Constantia Group and Deputy Chairman of Generali Holding Vienna. He was awarded many titles including the *Officier de l'Ordre de la Légion d'Honneur*, *Grosses Goldenes Ehrenzeichen für Verdienste um die Republik Österreich* and *Ehrenzeichen des Landes Vorarlberg*. He has been member of the Company's General Council since 1994.

Theo WAIGEL was born in Oberrohr, in Swabia (Germany) on 22 April 1939. He devoted himself to politics first at regional and then at national level. He held the post of Minister of Finance of

the Federal Republic of Germany from 1989 to 1998. He has been member of the Company's General Council since 2003.

Wilhelm WINTERSTEIN was born in Munich (Germany) on 28 November 1930. He is partner of Merck, Finck & C., a German private bank. In 1989 he was appointed member of Generali Board of Directors and held his post for three years. He was first appointed member of the Company's General Council in 1982 and has now been a member since 2004.

Alejandro VALENZUELA He is General Manager / CEO of Grupo Financiero Banorte, trading partner of the Generali Group in Mexico.