

## ASSICURAZIONI GENERALI S.p.A. – Ordinary and Extraordinary Shareholders’ Meeting April 27, 29 and 30, 2020

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March 17, 2020

Pursuant to Law Decree containing measures to strengthen the National health service and economic support for families, workers and business connected to the epidemiological emergency due to COVID-19 approved by the Italian Council of Ministers on March 16, 2020 and published on Italian Gazzetta Ufficiale on March the 17, 2020 and as stated in the integration of the notice of call – published on March 27, 2020 - of Assicurazioni Generali S.p.A. Shareholders’ Meeting convened on April 27, 2020 on first call, on 29 April, 2020 on second call for the extraordinary session, and on April 30, 2020 in second call for the ordinary and third call for the extraordinary session, the proxy can be conferred to Computershare S.p.A..

The present proxy must be notified as an attachment in PDF format to an e-mail sent to [generali@pecserviziotitoli.it](mailto:generali@pecserviziotitoli.it). Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 011 0923213 from 9:00 a.m. to 6:00 p.m. from Monday to Friday or by e-mail to [sedeto@computershare.it](mailto:sedeto@computershare.it).

### PROXY FORM

*Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)*

**\* mandatory information**

The undersigned\* ..... Place of birth\* ..... Date of birth\* .....

Tax code\* ..... Resident in (town/city)\* .....

at (street / address)\* ..... telephone no\* ..... e-mail\* .....

(2) entitled to exercise the voting right at **April 16, 2020 (Record Date)** as:      -       registered share holder      -       legal rapresentative

attorney/proxy holder with authority to sub-delegate      -       pledgee      -       taker in      -       beneficiary interest holder      -       official receiver      -       manager

other (specify).....

for no.\* ..... of ordinary shares **Assicurazioni Generali**

(3) registered in the name of ..... Place of birth\* ..... Date of birth\* .....

Tax Code/VAT (or other equivalent)\* ..... Resident in (town/city)\* .....

at (street / address)\* .....

(4) Registered in the securities account no. .... At ..... Bank code (ABI) ..... Branch code (CAB) .....

(5) as resulting from communication no. .... Made by (Bank)\* .....

**DELEGATES/SUBDELEGATES Computershare S.p.A.** with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to **Assicurazioni Generali S.p.A.** Ordinary and Extraordinary Shareholders’ Meeting, with reference to the above mentioned shares, in accordance with the instructions provided and

**DECLARES** that he/she is aware that :

- in case of amendment or integration of the proposals presented to the Shareholders’ Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote and the shares represented will not in any case be considered in calculating the majority and the percentage of capital required for the resolutions to be carried out;
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by **Assicurazioni Generali S.p.A.** before the start of the works of the meeting works

**STATES**, under his/her own liability, as proxy holder, the compliance of the proxy form electronically provided to the original document and the identity of the proxy grantor.

DATE                      Form of identification (6) (type)\*                      Issued by\*                      no.\*                      SIGNATURE

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**VOTING INSTRUCTIONS**

*(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)*

The undersigned (7)

**INSTRUCTS** the Appointed Representative to vote at the above indicated shareholders’ meeting as follow (8):

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS		
	F (for), C (against), A (abstain)		
<b>1. (item 1 of agenda) 2019 Financial Statements.</b> a) Approval of the financial statements as at and for the year ended 31 December 2019, which are accompanied by the Directors’ Report, the Statutory Auditors’ Report and the External Auditor’s Report. Presentation of the consolidated financial statements and of the Integrated Annual Report. Relevant and ensuing resolutions. Delegation of powers.			
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A
<b>2. (item 1 of agenda) 2019 Financial Statements.</b> b) Allocation of the 2019 profit and distribution of dividends. Relevant and ensuing resolutions. Delegation of powers.			
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A
<b>3. (item 2 of agenda) Appointment and remuneration of the Board of Statutory Auditors and its Chair for 2020-2022.</b> a) Appointment of the Board of Statutory Auditors and its Chair to hold office for the financial years ending on 31 December 2020, 2021 and 2022. Relevant and ensuing resolutions.			
<b>Sezione A</b> – vote For the list with the number to be fill in the side box or vote Contrary/Abstention to all lists (11)	N...	C	A
<b>4. (item 2 of agenda) Appointment and remuneration of the Board of Statutory Auditors and its Chair for 2020-2022.</b> b) Determination of the annual remuneration of the auditors for the financial years ending on 31 December 2020, 2021 and 2022.			
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

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5. (item 3 of agenda) Presentation of the Report on the policy regarding remuneration and fees paid. a) Approval of the first section of the Report on the policy regarding remuneration and fees paid, pursuant to s. 123-ter, paragraph 3, of legislative decree 58/1998 (CFBA) and ss. 41 and 59 of IVASS Regulation no. 38/2018. Relevant and ensuing resolutions.				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	
6. (item 3 of agenda) Presentation of the Report on the policy regarding remuneration and fees paid. b) Resolution on the second section of the Report on the policy regarding remuneration and fees paid, pursuant to s. 123-ter, paragraph 6, of legislative decree 58/1998 (CFBA). Relevant and ensuing resolutions.				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	
7. (item 4 of agenda) Group Long Term Incentive Plan (LTIP) 2020-2022. a) Approval of the 2020-2022 LTIP pursuant to s. 114-bis of the CFBA. Relevant and ensuing resolutions. Delegation of powers.				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	
8. (item 4 of agenda) Group Long Term Incentive Plan (LTIP) 2020-2022. b) Approval of the authorisation to buy back own shares and to freely dispose of them for the purposes of remuneration and incentive plans. Relevant and ensuing resolutions. Delegation of powers.				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	
9. (item 4 of agenda) Group Long Term Incentive Plan (LTIP) 2020-2022. c) Approval, at the extraordinary meeting, of the authorisation of the Board of Directors, as per s. 2443 of the Italian Civil Code, for 5 years from the date of the resolution, to increase the share capital, free of charge and in tranches, pursuant to s. 2439 of the Italian Civil Code, for the purposes of the 2020-2022 LTIP. Relevant and ensuing resolutions. Delegation of powers.				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	

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<b>10. (item 5 of agenda) Stock plan related to the mandate of the Managing Director/Group CEO. a) Approval of the stock plan related to the mandate of the Managing Director/Group CEO pursuant to s. 114-bis of the CFBA. Relevant and ensuing resolutions. Delegation of powers.</b>				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	
<b>11. (item 5 of agenda) Stock plan related to the mandate of the Managing Director/Group CEO. b) Approval of the authorisation to buy back own shares and to freely dispose of them to service the stock plan related to the mandate of the Managing Director/Group CEO. Relevant and ensuing resolutions. Delegation of powers.</b>				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	
<b>12. (item 5 of agenda) Stock plan related to the mandate of the Managing Director/Group CEO. c) Approval, at the extraordinary meeting, of the authorisation of the Board of Directors, as per s. 2443 of the Italian Civil Code, for 5 years from the date of the resolution, of the power to increase the share capital, free of charge and in tranches, pursuant to s. 2439 of the Italian Civil Code, in order to service the Stock plan related to the mandate of the Managing Director/Group CEO. Relevant and ensuing resolutions. Delegation of powers.</b>				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	
<b>13. (item 6 of agenda) Approval at the extraordinary meeting of amendments to the Articles of Association: relevant and ensuing resolutions; delegation of powers. a) Amendment of s. 3.1, concerning the address of the Registered Office in the municipality of Trieste.</b>				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	
<b>14. (item 6 of agenda) Approval at the extraordinary meeting of amendments to the Articles of Association: relevant and ensuing resolutions; delegation of powers. b) Amendment to s. 9.1 concerning the equity items of the Life and the Property &amp; Casualty Businesses pursuant to s. 5 of ISVAP Regulation No. 17 of 11 March 2008.</b>				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	

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15. (item 6 of agenda) Approval at the extraordinary meeting of amendments to the Articles of Association: relevant and ensuing resolutions; delegation of powers. c) Amendment to s. 33.7, governing the conduct of meetings of the Board of Directors through the use of teleconferencing systems.				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	
16. (item 6 of agenda) Approval at the extraordinary meeting of amendments to the Articles of Association: relevant and ensuing resolutions; delegation of powers. d) Amendment of s. 28.1, on determination of the minimum and maximum number of members of the Board of Directors.				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	
17. (item 6 of agenda) Approval at the extraordinary meeting of amendments to the Articles of Association: relevant and ensuing resolutions; delegation of powers. e) Amendment of s. 28.2, on the redetermination of the minimum proportion of members of the Board of Directors meeting the independence requirement as per s. 148 of the CFBA.				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	
18. (item 6 of agenda) Approval at the extraordinary meeting of amendments to the Articles of Association: relevant and ensuing resolutions; delegation of powers. f) Amendment of ss. 28.4, 28.10 and 28.13, on the redefinition of the level of representation of minorities in the Board of Directors.				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	
19. (item 6 of agenda) Approval at the extraordinary meeting of amendments to the Articles of Association: relevant and ensuing resolutions; delegation of powers. g) Amendment of ss. 28.5 and 28.6, on the attribution to the outgoing Board of Directors of the power to present a list for the appointment of the incoming Board of Directors.				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A	

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20. (item 6 of agenda) Approval at the extraordinary meeting of amendments to the Articles of Association: relevant and ensuing resolutions; delegation of powers. h) Amendment of art. 28.10, on the inclusion of a safeguard clause for cases where the list voting mechanism is unable to form the Board of Directors.				
<b>Sezione A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A	
<b>Sezione A2</b> – vote for proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A	

**Possible Derivative Action**

Vote for derivative action in case it would be proposed by some shareholders pursuant art. 2393, subsection 2, of Italian civil code upon discussion of the annual financial statements <i>(If no voting instruction are indicated, the Appointed Representative will vote C – against)</i>	F	C	A
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DATE

SIGNATURE

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*Instructions for filling in and submitting the form*

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **12:00 noon of the day before the actual date of the Shareholders' meeting**, using one of the following methods:
  - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [general@pecserviziogenerali.it](mailto:general@pecserviziogenerali.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
  - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [general@pecserviziogenerali.it](mailto:general@pecserviziogenerali.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
  - 3) **Common Email address Holders**: as an attachment document (PDF format) sent to [general@pecserviziogenerali.it](mailto:general@pecserviziogenerali.it). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Nizza 262/73, 10126 Turin;
  - 4) **Via FAX**: number +39 011 0923202.

**The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.**

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website [www.generali.com](http://www.generali.com). Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and C.  
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
11. Indicate the number of the list (1 for the list submitted by **Mediobanca**; 2 for the list submitted by **several UCIs under the aegis of Assogestioni**) that you want to vote "for" or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists. If only one list is presented, the voting instructions will relate to that one.



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### INFORMATION ON PERSONAL DATA PROCESSING

Notice pursuant to art. 13 of the Regulation(EU) 2016/679 (the “Regulation”)

#### Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Controller**”), as controller of “**Processing**” (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present “Information on Personal Data Processing”, in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

#### PURPOSE AND LEGAL BASIS OF THE PROCESSING

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- **contractual obligations**: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- **legal obligations**: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

#### THIRD PARTIES

Computershare can communicate the Data for the same purposes for which they were collected to Supervisory and Control Authorities and Bodies, or other subjects indicated by them, by virtue of provisions issued by the same, or established by laws, including EU laws, by regulations or from administrative practices.

#### DATA PROCESSING

Computershare processes the Data of the interested parties in a lawful and correct manner and in order to ensure their confidentiality and security. The treatment - which includes the collection and any other operation contemplated in the definition of “treatment” pursuant to art. 4 of the Regulation (including, but not limited to, the registration, organization, processing, communication, storage, destruction of Data) - is carried out using manual, IT and / or telematic tools, with organizational methods and with logic strictly related to the purposes indicated.

The Data are kept for the time strictly necessary in relation to the purposes for which they are collected, in compliance with the current legislation on the matter and any provisions of the Supervisory Authority.

#### RIGHTS OF THE DELEGATING PARTY

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it). For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.