



Assicurazioni Generali S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
07TH OF MAY 2019

Attendance to the meeting: no. 2,881 Shareholders in person or by proxy
representing no. 877,864,755 ordinary shares corresponding to 55.929170% of the ordinary share capital.

SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

2018 Financial Statements - a) Approval of the Annual Financial Statements as at 31 December 2018, including the Reports of the Board of Directors, the Board of Statutory Auditors and the External Auditor. Presentation of the consolidated financial statements and of the integrated annual report.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	863,049,267	98.405383	98.405383	54.985269
Opposed	1,051,073	0.119844	0.119844	0.066964
Abstaining	959,220	0.109371	0.109371	0.061112
No vote	11,975,053	1.365403	1.365403	0.762936
Total	877,034,613	100.000000	100.000000	55.876281

2018 Financial Statements - b) Allocation of profits 2018 and distribution of dividends.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	864,060,382	98.520672	98.520672	55.049687
Opposed	2,407,977	0.274559	0.274559	0.153413
Abstaining	546,158	0.062273	0.062273	0.034796
No vote	10,020,084	1.142496	1.142496	0.638384
Total	877,034,601	100.000000	100.000000	55.876281



Approval in an extraordinary session of amendments to the Company's Articles of Association: related and consequent resolutions; delegation of powers - a) Amendment of 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.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	849,558,250	98.729968	98.729968	54.125750
Opposed	120,070	0.013954	0.013954	0.007650
Abstaining	779,362	0.090572	0.090572	0.049654
No vote	10,029,026	1.165506	1.165506	0.638954
Total	860,486,708	100.000000	100.000000	54.822007

Approval in an extraordinary session of amendments to the Company's Articles of Association: related and consequent resolutions; delegation of powers - b) Amendment of articles 28.2, 29.1 and 35.2 (on age limits for acceptance of appointment as members of the Board of Directors, Chairman of the Board of Directors and Managing Director).

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	848,468,124	96.774575	96.774575	54.056297
Opposed	12,822,097	1.462463	1.462463	0.816902
Abstaining	5,429,501	0.619278	0.619278	0.345916
No vote	10,027,220	1.143685	1.143685	0.638839
Total	876,746,942	100.000000	100.000000	55.857954

Approval in an extraordinary session of amendments to the Company's Articles of Association: related and consequent resolutions; delegation of powers - c) Amendment of article 35.3 (on appointment of the Chairman of the Executive Committee).

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	865,660,227	98.738347	98.738347	55.151614
Opposed	250,623	0.028586	0.028586	0.015967
Abstaining	783,293	0.089343	0.089343	0.049904
No vote	10,027,266	1.143723	1.143723	0.638842
Total	876,721,409	100.000000	100.000000	55.856327



Approval in an extraordinary session of amendments to the Company's Articles of Association: related and consequent resolutions; delegation of powers - d) Addition of article 37.22 (on holding Board of Auditors' meetings via teleconferencing).

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	865,811,824	98.755752	98.755752	55.161272
Opposed	276,511	0.031539	0.031539	0.017617
Abstaining	587,081	0.066963	0.066963	0.037403
No vote	10,044,987	1.145746	1.145746	0.639971
Total	876,720,403	100.000000	100.000000	55.856263

Appointment and remuneration of the Board of Directors for 2019-2021 - a) Determination of the number of members of the Board of Directors in office for the financial years ending on 31 December 2019, 2020 and 2021.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	869,950,757	99.306737	99.306737	55.424966
Opposed	3,057,728	0.349046	0.349046	0.194809
Abstaining	591,805	0.067556	0.067556	0.037704
No vote	2,423,621	0.276662	0.276662	0.154410
Total	876,023,911	100.000000	100.000000	55.811889
Shares not computed *	520,113	0.059337	0.059337	0.033137

Appointment and remuneration of the Board of Directors for 2019-2021 - b) Appointment of the Board of Directors in office for the financial years ending on 31 December 2019, 2020 and 2021.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
LISTA 1 - MEDIOBANCA	532,085,631	60.782956	60.782956	33.899422
LISTA 2 - ASSOGESTIONI	341,100,005	38.965658	38.965658	21.731639
Opposed	520,644	0.059476	0.059476	0.033170
Abstaining	833,704	0.095238	0.095238	0.053116
No vote	846,252	0.096672	0.096672	0.053915
Total	875,386,236	100.000000	100.000000	55.771263
Shares not computed *	1,012,248	0.115501	0.115501	0.064491

* Shares not computed (pursuant to Article art. 135 undecies paragraph second sentence of the legislative Decree 58/1998 Code on financial intermediaries) for purpose of computing the majority and the capital required for approving the resolution



Appointment and remuneration of the Board of Directors for 2019-2021 - c) Determination of the remuneration of members of the Board of Directors in office for the financial years ending on 31 December 2019, 2020 and 2021.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	862,694,502	98.436382	98.436382	54.962666
Opposed	2,501,988	0.285485	0.285485	0.159403
Abstaining	946,443	0.107992	0.107992	0.060298
No vote	10,255,085	1.170140	1.170140	0.653356
Total	876,398,018	100.000000	100.000000	55.835724

Appointment of the Independent Auditor for 2021-29 and determination of remuneration - a) Appointment of the Independent Auditor for the years 2021-29.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	869,124,715	99.232533	99.232533	55.372338
Opposed	542,150	0.061900	0.061900	0.034541
Abstaining	804,563	0.091861	0.091861	0.051259
No vote	5,375,117	0.613705	0.613705	0.342451
Total	875,846,545	100.000000	100.000000	55.800589

Appointment of the Independent Auditor for 2021-29 and determination of remuneration - b) Determination of remuneration for the Independent Auditor for the years 2021-29.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	863,977,199	98.644803	98.644803	55.044388
Opposed	850,162	0.097067	0.097067	0.054164
Abstaining	883,229	0.100843	0.100843	0.056271
No vote	10,136,059	1.157287	1.157287	0.645773
Total	875,846,649	100.000000	100.000000	55.800596



Presentation of the Remuneration Report. Approval of remuneration policy under art. 123-ter of Legislative Decree 58/1998 (TUIF) and art. 59 of IVASS Regulation no. 38 2018.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	819,957,877	93.619527	93.619527	52.239896
Opposed	42,182,714	4.816254	4.816254	2.687480
Abstaining	2,842,876	0.324588	0.324588	0.181121
No vote	10,857,182	1.239630	1.239630	0.691716
Total	875,840,649	100.000000	100.000000	55.800213

Group Long Term Incentive Plan (LTIP) 2019 - a) Approval of the 2019 LTIP under art. 114-bis TUIF.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	846,907,030	96.714191	96.714191	53.956839
Opposed	16,493,851	1.883547	1.883547	1.050831
Abstaining	1,117,507	0.127616	0.127616	0.071197
No vote	11,161,822	1.274646	1.274646	0.711125
Total	875,680,210	100.000000	100.000000	55.789992

Group Long Term Incentive Plan (LTIP) 2019 - b) Approval of the authorization to purchase own shares and to dispose of them for the purpose of incentive plans.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	848,323,458	96.875943	96.875943	54.047080
Opposed	15,184,336	1.734005	1.734005	0.967401
Abstaining	982,841	0.112237	0.112237	0.062617
No vote	11,189,572	1.277815	1.277815	0.712893
Total	875,680,207	100.000000	100.000000	55.789992



Group Long Term Incentive Plan (LTIP) 2019 - c) Approval in the extraordinary session of the delegation of power to the Board of Directors pursuant to Art. 2443 of the Italian Civil Code, 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, pursuant to Art. 2439 of the Italian Civil Code for the purposes of the 2019 LTIP.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	848,626,670	96.911028	96.911028	54.066398
Opposed	15,263,952	1.743105	1.743105	0.972473
Abstaining	971,310	0.110921	0.110921	0.061883
No vote	10,814,125	1.234946	1.234946	0.688973
Total	875,676,057	100.000000	100.000000	55.789727

Share plan for Generali Group employees (The Plan) - a) Approval of the Plan under art. 114-bis TUIF.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	862,967,167	98.570202	98.570202	54.980038
Opposed	1,528,461	0.174585	0.174585	0.097379
Abstaining	933,817	0.106663	0.106663	0.059494
No vote	10,055,388	1.148551	1.148551	0.640633
Total	875,484,833	100.000000	100.000000	55.777544

Share plan for Generali Group employees (The Plan) - b) Approval of the authorisation to purchase own shares serving the Plan and to dispose of them.

	NO. SHARES REPRESENTED (in person and/or by proxy)	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ALLOWED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	861,776,912	98.438909	98.438909	54.904206
Opposed	2,756,830	0.314907	0.314907	0.175639
Abstaining	866,913	0.099026	0.099026	0.055231
No vote	10,042,722	1.147158	1.147158	0.639826
Total	875,443,377	100.000000	100.000000	55.774903