

Shareholders' Meeting 2019

PROXY FORM

I / We, the undersigned¹

*Surname or Company's business name

*Name

*Place of birth

*Country

*Date of birth
(dd / mm / yyyy)

*Italian tax identification no.

*Address (permanent address or registered office)

Postcode

*Country

Telephone no.

To be filled in by the joint owner or chargee, if any

*Surname or company's business name

*Name

*Place of birth

*Country

*Date of birth
(dd / mm / yyyy)

*Italian tax identification no.

*Address (permanent address or registered office)

Postcode

*Country

Telephone no.

being Shareholder(s) of Assicurazioni Generali S.p.A.

hereby appoint

*Surname and name or company's business name

or, alternatively,

*Surname and name or company's business name

as Proxy to act on my/our behalf in relation to all shares carrying voting rights at the Shareholders' Meeting of Assicurazioni Generali S.p.A. to be held on

30 April 2019, at 9.00 a.m. for an Ordinary and Extraordinary Shareholders' Meeting (first call), and if necessary

3 May 2019, at 9.00 a.m. for an Extraordinary Shareholders' Meeting (second call), and if necessary on

7 May 2019, at 9.00 a.m. for an Ordinary Shareholders' Meeting (second call), and Extraordinary Shareholders' Meeting (third call)

and hereby fully approve his/her conduct after the discussion at the meeting.

The undersigned² _____

declares that he/she is the owner of the voting rights carried by the above-mentioned shares, and signs this proxy form in capacity of (check appropriate box):

- legal representative agent with authority to sub-delegate pledgee
 taker-in beneficial interest holder receiver manager
 other (please specify) _____

Date

Signature/s

(dd / mm / yyyy)

(1) Shareholder's full name as shown in the notification regarding attendance at the Shareholders' Meeting referred to in s. 2370 of the Italian Civil Code.

(2) Enter the full name and capacity of the signatory holding voting rights if different from the shareholder(s) listed above.

HOW TO FILL IN THE PROXY FORM

If you are unable to attend the Shareholders' Meeting, you may appoint a person of your choice to speak and vote on your behalf at the meeting.

- 1 The proxy form must be submitted in writing, dated and signed, and the name of the proxy must be inserted by the shareholder and not by a third party, without prejudice to that the shareholder's possibility of inserting the name of a substitute;
- 2 authority may only be granted for a specific meeting (including any subsequent calls of that meeting), except in the case of:
 - (i) a general power of attorney, or
 - (ii) a power of attorney granted by a company or partnership, association, foundation or other collective body or institution ("Entity") to one of its employees;
- 3 in the circumstances mentioned in paragraphs 2 (i) and 2 (ii), and whenever the shareholder is an Entity, a copy of the documentation conferring authority should be attached to the proxy form in order to be filed with the Company's records;
- 4 the proxy may deliver or send a copy of the original proxy form instead of the original, certifying on his/her own responsibility that the copy is a true copy of the original and certifying the identity of the principal, without prejudice to the Company's right to establish the identity of the proxy or substitute;
- 5 if an Entity is appointed as a proxy, the Entity may only appoint one of its employees to act on its behalf;
- 6 the proxy may also be issued to a person who is not a Generali shareholder;
- 7 a proxy who has a conflict of interest may be appointed provided that the proxy or substitute notifies the shareholder in writing of the circumstances from which the conflict derives, and that there are specific voting instructions for each resolution on which the proxy is to vote on the shareholder's behalf;
- 8 in the case of qualified endorsement of shares, the proxy may not be a member of the Board of Directors or Board of Statutory Auditors or an employee of the company, or one of its subsidiaries or a member of the Board of Directors or Board of Statutory Auditors or employee of the said subsidiaries;
- 9 if the shares are registered in the name of two or more persons, the proxy form must be signed by all of them, even if the proxy is one of the said joint owners.

Should you require any further information or clarification about the procedures for attending the Shareholders' Meeting of Assicurazioni Generali S.p.A., please consult the relevant section of the website www.generali.com or contact us at the e-mail address: azionisti@generali.com.

PRIVACY NOTICE

Assicurazioni Generali S.p.A., with registered office in Trieste, at Piazza Duca degli Abruzzi no. 2, processes your personal data, transmitted directly or by the shareholder conferring the proxy, as **Data Controller**. We process your personal data in order to ensure your participation to the Shareholders' Meeting 2019, in compliance with the existing legal obligations concerning shareholders' meetings. Your personal data will be processed only by the authorised staff of Assicurazioni Generali, with modalities and procedures, also in electronic form, appropriate to ensure an adequate level of security. For more information or if you wish to exercise one of the rights (access, rectification, erasure, restriction, portability) related to the processing of your Personal Data, please contact Assicurazioni Generali at azionisti@generali.com or your Data Protection Officer at dpoag@generali.com.