

July 2009

ASSICURAZIONI GENERALI S.p.A.
Direzione Centrale
Ufficio Azioni
Piazza Duca degli Abruzzi, 2
I - 34132 TRIESTE TS

BY MAIL AND TELEFAX
Receiving number:
+39 040 671660

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)

Zip code

* Country

Phone number

* 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)

Zip code

* Country

Phone number

being Shareholder(s) of ASSICURAZIONI GENERALI S.p.A. of Trieste, Italy

hereby appoint _____

* Surname and name or Company's business name

or, alternatively, _____

* Surname and name or Company's business name

as my / our Proxy to act on my/our behalf and to vote all the shares for which I/we have a voting right at Assicurazioni Generali S.p.A. Shareholders' Meeting to be held on

13 July 2009, at 9:30 am for an Extraordinary Meeting (first call) and, if necessary, on

14 July 2009, at 9:30 am for an Extraordinary Meeting (second call) and, if necessary, on

15 July 2009, at 9:30 am for an Extraordinary Meeting (third call)

I / we hereby fully approve of his/her conduct in the meeting.

Date _____
(dd / mm / yyyy)

(Signature/s)

(1) Full name of Shareholder as reported in the "Communication" for attendance at the Shareholders' Meeting in accordance with art. 2370 of the Italian Civil Code.

In order to facilitate your participation in the meeting, you are encouraged to anticipate this Proxy and any supporting documentation evidencing the signatory's authority as soon as practicable and, in any case, at least two business days before the meeting first call. Documents should be addressed to the Shareholders' Department (*Ufficio Azioni*), as indicated above. The proxy must be delivered in original (via mail or through your proxyholder).

HOW TO FILL IN THE PROXY FORM

If you are unable to attend the Shareholders' Meeting, you may appoint a person of your choice (such person known as "proxy" or "proxyholder") to speak and vote on your behalf at the meeting. The proxyholder must attend the meeting in person.

- 1 The proxy must be in writing, dated and signed, and the name of the proxyholder must be inserted by the shareholder and not by a third party;
- 2 authority may only be conferred for a specific meeting (including any subsequent call of the same) save that:-
 - (i) a general power of attorney is admissible, and
 - (ii) a corporation or partnership, an association, a foundation, an entity formed by two or more individuals or an institution (collectively an "**Entity**") confers a power of attorney to one of its employees;
- 3 in the circumstances mentioned under 2 (i) and 2 (ii) above and whenever the shareholder is an Entity, copy of the documentation conferring authority should be attached in order to be kept in the records of the Company;
- 4 the proxyholder may not confer authority on a sub-proxy; alternate proxyholders may only be appointed by the shareholder, in the manner described under 1 above;
- 5 when authority is conferred on an Entity, the latter may in turn confer a proxy to one of its employees;
- 6 the proxy need not be a shareholder of Assicurazioni Generali S.p.A.;
- 7 the proxyholder may not be a member of the Board of directors, a member of the Board of Auditors or an employee of Assicurazioni Generali S.p.A. or of any of its affiliates; the proxyholder may neither be the entrusted Auditing Company nor one of its shareholders, members of its Board of Directors, members of its Board of Auditors or employees, nor the central depository company ("*Società di Gestione Accentrata di Strumenti Finanziari*");
- 8 the proxyholder may not represent more than 200 shareholders (if no proxy solicitation procedure has been authorised);
- 9 if the shares are registered in the name of two or more persons, the proxy must be signed by all of them even if the participant in the meeting is a co-owner of the shares.

Should you need any clarification on the attendance at Generali's Shareholders' Meeting or need any support, please do not hesitate to contact Generali's Shareholders Department sending an email to: shareholders@generali.com

PRIVACY NOTICE

In accordance with Article 13 of Legislative Decree no. 196/2003, we inform you that the data supplied in the proxy form shall be processed by the Company - acting as Data Controller - to manage Shareholders' Meetings in compliance with data protection laws and regulations in force.

Data may be known to our employees or agents who have been specifically authorised to process them, for the purposes referred to above, in their capacity as Data Processors or Persons in charge of Processing. Data may also be subject to dissemination or communication to one or more identified entities, if so required by law provisions, regulations or European Community regulations, or if so ordered by Authorities having proper jurisdiction or by supervisory and monitoring authorities. Without data marked as "required" (*) we will not be able to allow your proxyholder to participate in the Shareholders' Meeting.

The Data Subject shall be entitled to ascertain at all times what data are held by us, their origin and how they are used. The Data Subject shall also have the right to obtain updating, rectification, integration, erasure, or blocking of the data or object to their processing by addressing the Data Processor ex art. 7 (Servizio Privacy di Gruppo - Assicurazioni Generali S.p.A. - Via Marocchesa 14, 31021 Mogliano Veneto - TV, tel. + 39 (0)41.549.2599 fax + 39 (0)41.549.2235).