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PRESS RELEASE

AGM approves 2014 financial statements

Trieste April 30, 2015 – The ordinary and extraordinary Shareholders' Meeting of Assicurazioni Generali S.p.A. was held today under the chairmanship of Gabriele Galateri di Genola.

The **ordinary Meeting** resolved as follows:

- the AGM approved the financial statements for the year 2014, which closed with a net profit of €1,670 million, and announced the distribution to the shareholders of a dividend of € 0.60 per-share, to be paid as from 20th May 2015, after the detachment of coupon no. 24. The dividend will be legitimately payable starting from 19th May 2015. Shares will trade ex-dividend as from 18th May 2015;
- Flavio Cattaneo was appointed member of the Board of Directors and the deadline of his mandate was aligned to that of the other members of the Board of Directors. In this regard, in compliance with the applicable law, Cattaneo declared to meet all legal requirements under the in-force legislation, except the independency requirement defined in art. 3 of the Self-regulatory Code of Listed Companies. The documents concerning the professional profile of Cattaneo are available on the Company's website (www.generali.com). Up to this day Cattaneo does not own Generali stocks;
- the Meeting approved the Remuneration Report, in compliance with the art. 123-ter of TUIF (Italian Law on Financial Intermediation) and with the art. 24 of the ISVAP (Insurance Companies Supervisory Authorities) Regulation no. 39/2011;
- the Meeting also approved the Long Term Incentive Plan (LTI) 2015, in compliance with the art. 114-bis of TUIF, and it authorized, for a maximum of 18 months, the purchase of up to 8 million own shares to be purchased on the market according to the art. 144-bis of the Issuer Regulation and, excluding purchased own shares, it gave the Board of Directors a 5-year authority to increase the share capital free of charge and in tranches to a maximum of €8 million, through the issue of up to 8 million ordinary shares. The minimum purchase price for ordinary shares may not be below the par value €1.00, while the maximum purchase price may not exceed 5% of the reference price of the share at the close of trading on the day before each purchase transaction.

The **extraordinary Meeting** approved:

- the amendment of the art. 8 of the Memorandum and Articles of Association to make the needed changes resulting from the approval of the Group Long Term Incentive Plan (LTI) 2015 in the ordinary Meeting;
- the amendment of the art. 9 of the Memorandum and Articles of Association to update the statutory clause which gives an account of the amount of the share capital and of other elements of the equity, as provided by ISVAP Regulation n. 17.

Sustainability Report is on line on www.generali.com

The Sustainability Report of the Generali Group, now in its eleventh edition, has been completely renewed compared to previous years mainly due to its new language and a more lively and engaging design, targeting as wide and diverse audience as possible. Its narrative builds on the information provided to the financial community, especially in the Annual Integrated Report, highlighting the contributions made by Generali Group to the

Media Relations
T +39.040.671085
press@generali.com

Investor Relations
T +39.040.671202
+39.040.671347
ir@generali.com

www.generali.com



broader economy, to citizens' everyday life, as well as to the territory as part of its core insurance activities.

The Sustainability Report has been approved by the Board of Directors of Generali S.p.A on April 1st 2015.

THE GENERALI GROUP

The Generali Group is one of the largest global insurance providers with 2014 total premium income exceeding €70 billion. With 78,000 employees worldwide serving 72 million clients in more than 60 countries, the Group occupies a leadership position on West European markets and an increasingly important place on markets in Central Eastern Europe and Asia.