

## Report of the Board of Directors to the General Shareholders' Meeting

### **Approval of the Financial Statements at 31 December 2018, accompanied by the Directors' Report on Operations, the Statutory Auditors' Report and the Independent Auditors' Report. Allocation of Net Profit for the Year; Presentation of the Consolidated Financial Statements and the Annual Integrated Report; Relevant and Ensuing Resolutions**

Shareholders,

Net profit for the year was 189,057,613.00 euros. In submitting the Financial Statements for the year ended 31 December 2018 for your approval, we propose allocating the net profit for the year as follows:

net profit for the year	€	189,057,613.00
to legal reserve	€	0.00
to the restricted reserve pursuant to Article 6, first paragraph, letter a) of Legislative Decree No. 38/2005	€	2,143,423.00
to retained earnings	€	42,007,408.00
to allocate a dividend of 1.25 euros per each of the 115,925,426 outstanding ordinary shares, including the portion attributable to treasury shares, as per Article 2357-ter of the Italian Civil Code		
totalling	€	144,906,782.00

It should be noted that any portion of dividends not distributed to outstanding shares subject to retention pursuant to Remuneration Policies will be allocated to retained earnings.

We also propose to pay out dividends as of 22 May 2019 (payment date), net of any legal withholdings applicable in compliance with statutory provisions, with ex-dividend date on 20 May and with payment to shares that on the record date 21 May are entitled to dividends.

An outline draft of the resolution that the General Shareholders' Meeting is invited to pass by way of approval of the aforesaid proposal is provided below.

"The General Shareholders' Meeting of Banca Generali S.p.A., held in ordinary session, at the offices of Assicurazioni Generali S.p.A. in Trieste, at Via Machiavelli 6,

- having regard to the draft Financial Statements for the year ended 31 December 2018, prepared by the Board of Directors, on the whole and in respect of each of the items included therein, in accordance with the restrictions on reserves provided for by law, and any and all provisions therein proposed;

- having acknowledged that, on this day, the authorised share capital of 119,378,836.00 euros is subscribed and paid up in the amount of 116,851,637 euros and is divided into 116,851,637 shares of a par value of 1.00 euro each, and that, as of today, treasury shares total 926,211;

- having regard to the Directors' Report on Operations, the Statutory Auditors' Report and the other documents attached to the draft Financial Statements;

resolves

1) to approve the Financial Statements for the year ended 31 December 2018;

2) allocate the net profit for 2018, amounting to 189,057,613.00 euros, as follows:

net profit for the year	€	189,057,613.00
to legal reserve	€	0.00
to the restricted reserve pursuant to Article 6, first paragraph, letter a) of Legislative Decree No. 38/2005	€	2,143,423.00
to retained earnings	€	42,007,408.00

to allocate a dividend, in the amount of

1.25 euros, to each of the 115,925,426 outstanding ordinary shares, including the portion to be assigned to treasury shares, as per Article 2357-ter of the Italian Civil

Code, for a total amount of € 144,906,782.00

3) to approve the payment of the dividend, net of any legal withholdings applicable in compliance with statutory provisions, as of payment date 22 May 2019, ex coupon 13 and ex date 20 May 2019, and entitlement to dividends set on record date 21 May 2019;

4) to allocate to retained earnings any portion of dividends not distributed to outstanding shares subject to retention pursuant to Remuneration Policies;

5) to vest the Chairman of the Board of Directors and the Chief Executive Officer/General Manager, jointly and severally, including through special attorneys-in-fact, with full powers to undertake whatsoever may be necessary or useful to ensure the execution of this resolution."

Milan, 8 March 2019

THE BOARD OF DIRECTORS