

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

Financial Statements at 31 December 2016 and Allocation of the Profits for the Year; Relevant and Ensuing Resolutions

Shareholders,

Net profit for the year was 144,751,324.00 euros. In submitting the Financial Statements for the year ended 31 December 2016 for your approval, we propose allocating the net profit for the year as follows:

net profit for the year	€	144,751,324.00
to legal reserve	€	103,218.00
to retained earnings	€	19,974,040.00

a dividend of 1.07 euro per each
of the 116,517,819 outstanding ordinary shares,
including the portion attributable to treasury shares,
as per Article 2357-ter of the Italian Civil Code

totalling	€	124,674,066.00
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We also propose to pay out dividends as of 24 May 2017 (payment date), net of any legal withholdings applicable in compliance with statutory provisions, with ex-dividend date on 22 May and with payment to shares that on the record date 23 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 2016, prepared by the Board of Directors, on the whole and in respect of each of the items included therein, 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 116,643,948 euros and is divided into 116,643,948 shares of a par value of 1.00 euro each, and that, as of today, treasury shares total 126,129;

- 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 2016;

2) to allocate the net profits for 2016, amounting to 144,751,324.00 euros, as follows:

net profit for the year	€	144,751,324.00
to legal reserve	€	103,218.00
to retained earnings	€	19,974,040.00

distribution of a cash dividend to shareholders, in the amount of

1.07 euro per each of the 116,517,819 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 € 124,674,066.00

3) to approve the payment of the dividend, net of any legal withholdings applicable in compliance with statutory provisions, as of payment date 24 May 2017, ex coupon 11 ex date 22 May 2017, and entitlement to dividends set on record date 23 May 2017;

4) to vest the Chairman of the Board of Directors and the 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, 10 March 2017

THE BOARD OF DIRECTORS