

BANCA GENERALI S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING — 20 APRIL 2011

SUMMARY ACCOUNT OF THE RESULTS OF VOTING ON THE ITEMS ON THE AGENDA

ORDINARY SESSION

Item 1 on the Agenda: Financial Statements at 31 December 2010. Relevant and ensuing resolutions.

Resolution: The Shareholders' Meeting approved the Financial Statements for the year ended 31 December 2010, as per the draft published in accordance with applicable regulations. The Shareholders' Meeting also approved the motion raised by the Board of Directors for earmarking the profits for the financial year, amounting to 106,931,975.00 euros, for use as follows:

- provision to the legal reserve 52,246.00 euros
- distribution of a dividend to shareholders, in the amount of 0.55 euros per outstanding ordinary share (payable in cash) including the portion to be assigned to treasury shares, pursuant to section 2357-ter of the Italian Civil Code, totalling 61,327,385.00 euros.
- to approve the payment of the dividend, net of any legal withholdings applicable in compliance with statutory provisions, as of 19 May 2011, ex coupon No. 5 on 16 May 2011.

Shares represented at the Shareholders' Meeting at the commencement of voting: 82,630,213 ordinary shares bearing 82,630,213 votes, and representing 74.058% of the overall share capital divided into 111,574,408 ordinary shares.

Results of voting

	No. of shares	%
In favour	82,625,013	99.994
Against	5,200	0.006
Abstentions		
Total shares for which votes were cast	82,630,213	100.000

Item 2 on the Agenda: Remuneration policies in favour of directors, employees and collaborators other than employees: report on remuneration policies adopted in 2010 and proposal of review of the adopted remuneration policies.

Resolution: The Shareholders' Meeting acknowledged the information statement provided in respect of the implementation in 2010 of the remuneration policies approved by the Board of Directors, inclusive of amendments to the remuneration policies applicable to Board members, employees and financial advisors, approved by the Shareholders' Meeting on 21 April 2010, and furthermore, proceeded to approve the new text of the policies in question, as per the terms and conditions illustrated in the report prepared pursuant to Article 125-ter of the Finance Consolidation Law (TUF).

Shares represented at the Shareholders' Meeting at the commencement of voting: 82,630,213 ordinary shares bearing 82,630,213 votes, and representing 74.058% of the overall share capital divided into 111,574,408 ordinary shares.

Results of voting

	No. of shares	%
In favour	82,346,544	99.657
Against	193,469	0.234
Abstentions	90,200	0.109
Total shares for which votes were cast	82,630,213	100.000

Item 3 on the Agenda: Proposal of additional compensation to the directors who are members of the Internal Control Committee.

Resolution: The Shareholders' Meeting approved the motion raised by the Board of Directors to introduce, for Internal Control Committee members, additional remuneration, over and above the annual fixed compensation currently due to them, establishing such additional remuneration in the form of an attendance fee in the gross amount of 4,500.00 euros, payable for each meeting attended by each committee members, through to a maximum ceiling of the gross amount of 35,000.00 euros per financial year.

Shares represented at the Shareholders' Meeting at the commencement of voting: 82,630,213 ordinary shares bearing 82,630,213 votes, and representing 74.058% of the overall share capital divided into 111,574,408 ordinary shares.

Results of voting

	No. of shares	%
In favour	82,630,213	100.000
Against		
Abstentions		
Total shares for which votes were cast	82,630,213	100.000

Item 4 on the Agenda: Proposal to amend the General Meeting Regulations; relevant and ensuing resolutions.

Resolution: The Shareholders' Meeting approved the motion raised by the Board of Directors to amend Articles 1, 2, 3, 4, 5, 9, 14, 17, 19, 25, 26, 27, and 30 of the General Meeting Regulations, as per the terms and conditions illustrated in the report prepared pursuant to Article 125-ter of TUF.

Shares represented at the Shareholders' Meeting at the commencement of voting: 82,630,213 ordinary shares bearing 82,630,213 votes, and representing 74.058% of the overall share capital divided into 111,574,408 ordinary shares.

Results of voting

	No. of shares	%
In favour	82,630,213	100.000

Against		
Abstentions		
Total shares for which votes were cast	82,630,213	100.000

EXTRAORDINARY SESSION

Item 1 on the Agenda: Amendments to articles 13, 18, 20 and 20-bis of the Articles of Association; relevant and ensuing resolutions.

Resolution: The Shareholders' Meeting approved the motion raised by the Board of Directors to amend Articles 13, 18, 20, and 20-bis of the Articles of Association, as per the terms and conditions illustrated in the report prepared pursuant to Article 72 of the Rules for Issuers.

Shares represented at the Shareholders' Meeting at the commencement of voting: 82,630,213 ordinary shares bearing 82,630,213 votes, and representing 74.058% of the overall share capital divided into 111,574,408 ordinary shares.

Results of voting

	No. of shares	%
In favour	82,458,090	99.792
Against	18,802	0.023
Abstentions	153,321	0.185
Total shares for which votes were cast	82,630,213	100.000