

BANCA GENERALI S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING 21 - 22 April 2010

AGENDA

REPORT OF THE BOARD OF DIRECTORS ON THE ITEMS ON THE AGENDA, PURSUANT TO ARTICLE 3 OF MINISTERIAL DECREE No. 437 OF 5 NOVEMBER 1998

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Shareholders are called to an Ordinary and Extraordinary General Meeting to be held at the offices of Assicurazioni Generali S.p.A. at Via Trento no. 8, Trieste, on:

- 21 April 2010, at 9:30 a.m. CET (first call) and, if necessary, at the same location on
- 22 April 2010, at 9:30 a.m. (second call) to pass resolutions on the following

AGENDA

In the ordinary session:

1. Financial statements as of 31 December 2009 of the merged company Banca BSI Italia S.p.A; related and ensuing resolutions.
2. Financial Statements for the year ended 31 December 2009. Relevant and ensuing resolutions.
3. Approval of the Remuneration Policies for directors, employees and collaborators serving the company under relationships other than employment, in accordance with the Provision of the Governor of the Bank of Italy of 4 March 2008 entitled "Supervisory Provisions Concerning Banks' Organisation and Corporate Governance". report on compensation policies adopted in 2009 and proposal of revision of those policies.
4. Resolutions pursuant to Articles 2359-*bis* and 2357 of the Italian Civil Code.
5. Approval of a "Stock option plan for financial advisors and network managers of Banca Generali S.p.A. for 2010"; related and ensuing resolutions.
6. Approval of a "Stock option plan for relationship managers of Banca Generali S.p.A. for 2010"; related and ensuing resolutions.
7. Extension of the strike period of the "Stock option plan reserved to the managers of companies of the Banca Generali Group" and of the "Stock option plan reserved to financial advisors and network managers of Banca Generali" approved by the Board of Directors on 24 May 2006.

In the extraordinary session:

1. A divisible capital increase, not subject to a rights offering, within the meaning of Article 2441, paragraphs 5 and 8 of the Italian Civil Code, in an amount not exceeding Euro 2,500,000.00 (two million, five hundred thousand), through the issue of no more than 2,500,000 (two million, five hundred thousand) ordinary shares with a face value of Euro 1.00 (one) each, to cover the new stock option plans; related amendment of Article 5 of the Articles of Association.
2. Change of the deadline for the completion of the capital increase approved by the Extraordinary Shareholders' Meeting on 18 July 2006, covering the stock option plans approved by the Board of Directors on 24 May 2006, reflecting the changes in the strike period of the aforesaid plans; related amendment of Article 5 of the Articles of Association.

Banca Generali S.p.A. share capital amounts to Euro 111,313,176.00, divided into 111,313,176 ordinary shares of a par value of Euro 1.00 each. Each share entitles its owner to one vote in ordinary and extraordinary Shareholders' Meetings. The Company owns 459,667 treasury stocks,

whose vote has been suspended pursuant to article 2357-ter, paragraph 2, of the Italian Civil Code.

Pursuant to article 10 of the Company's Articles of Association, article 85 of Legislative Decree 58/98 as further amended and extended, and article 23 of the Rules adopted by the Bank of Italy and by CONSOB with the Provision dated 22 February 2008, Shareholders with voting rights may attend the Meeting as long as:

- a) they can provide legal proof of their entitlement to vote;
- b) the notice from the intermediary responsible for keeping the accounts regarding the shares, in replacement of the deposit giving entitlement to attend the Meeting, has been received at the company's registered office at least two (2) days prior to the date set for the first call of the Meeting.

Shareholders may be represented at Shareholders' Meetings pursuant to a written proxy in accordance with applicable regulations. A proxy form, compliant with applicable regulations, must be reproduced at the foot of each copy of the notice that the intermediary is required to issue to the Shareholder; proxy forms are also available at the website www.bancagenerali.com.

The draft financial statements for 2009, complete with all annexes and the Reports prepared pursuant to article 72 of the Rules for Issuers, the information document set forth in article 84-bis of the Rules for Issuers and the Reports on the other items on the agenda will be filed, as established by law, at the offices of Borsa Italiana S.p.A, at the Company's registered office and at its offices in Milan (Via Ugo Bassi, 6). They are available to anyone who wishes to see them and who is entitled to obtain a copy.

These documents will also be made available on the corporate website www.bancagenerali.it.

Any additional information may be obtained from the Company Secretary Office through the Investor Relations Department located at Via Ugo Bassi 6, Milan (Tel. +39/02/60765428).

It is currently expected that the General Shareholders' Meeting will take place at Via Trento 8, Trieste, on 21 April 2010 (first call) to discuss and pass resolutions.

The notice of Shareholders' Meeting was published in the Official Journal of the Italian Republic, No. 33 of 18 March 2010.

On behalf of the Board of Directors:

The Chairman

Giovanni Perissinotto

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

Financial Statements as of 31 December 2009 of the Merged Company Banca BSI Italia. Relevant and Ensuing Resolutions.

Shareholders,

We would like to remind you that the merger of Banca BSI Italia into your Company took effect on 1 January 2010, in execution of the resolution passed by the Shareholders' Meeting on 23 November 2009 and the ensuing merger deed of 16 December 2009.

We therefore submit for your approval the financial statements of Banca BSI Italia S.p.A. for the year ended 31 December 2009 and inform you that said financial statements show a loss of Euro 21,958,421.00.

Accordingly, we propose that you resolve to carry forward the above loss sustained by the merged Banca BSI Italia for the year ended 31 December 2009.

Trieste, 8 March 2010

THE BOARD OF DIRECTORS

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

Financial Statements for the Year Ended 31 December 2009. Relevant and Ensuing Resolutions.

Shareholders,

in submitting the Financial Statements for the year ended 31 December 2009 for your approval, we propose allocating the profit for the year and retained earnings as follows:

net profit for the year	€ 54,485,482.00
to legal reserve	€ 4,790,726.00
use of retained earnings	€ 189,323.00

a € 0.45 dividend per each of the 110,853,509
outstanding ordinary shares, including the portion
attributable to the treasury shares, as per article
2357-*ter* of the Italian Civil Code for a total amount of € 49,884,079.00

We also propose to pay out dividends as of 13 May 2010, net of any applicable legal withholdings, with ex-dividend date on 10 May and with payment to shares outstanding on the detachment date.

Trieste, 8 March 2010

THE BOARD OF DIRECTORS

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

Approval of the Remuneration Policies for Directors, Employees and Collaborators Serving the Company Under Relationships Other than Employment, in Accordance With the Order of the Governor of the Bank of Italy of 4 March 2008 Entitled “Supervisory Provisions Concerning Banks’ Organisation and Corporate Governance”. Report on Remuneration Policies Adopted in 2009 and Proposal of Revision of Those Policies

Shareholders,

Please, remember that, with a view to reinforcing minimum standards of organisation and corporate governance, and ensuring “sound and prudent management” (article 56 of Legislative Decree 385/1993), by Order No. 264010 of 4 March 2008, entitled “Supervisory Provisions Concerning Banks’ Organisation and Corporate Governance” (hereinafter also referred to as “supervisory provisions” or “new supervisory provisions”), the Bank of Italy established a regulatory framework under which the corporate governance system is to play a central role in defining corporate strategies and policies for assessing and managing risks typical of the banking and financial industry.

One of the objectives that the Bank of Italy wishes to pursue with the aforesaid provision is the definition of remuneration mechanisms consistent with the risk management policies and long-term strategies. Towards such end, under the new regulations,

(i) in addition to establishing the remuneration of the members of the corporate organs it appoints, the Ordinary Shareholders’ Meeting shall also approve the remuneration policies applicable to directors, and employees, as well as collaborators other than employees.

(ii) the Shareholders’ Meeting is ensured adequate information concerning the implementation of remuneration policies.

In its note of 19 February 2009, the Bank of Italy clarifies that the information to be provided on an ex-post basis to the Shareholders’ Meeting concerning the implementation of remuneration policies must be primarily of a quantitative nature and appropriate to informing the Shareholders of the effective conditions of the application of remuneration policies (with respect to variable components in particular) and consistency with predetermined guidelines and objectives.

Accordingly, we submit for your approval the information regarding the implementation in 2009 of the remuneration policies approved by the Shareholders' Meeting on 21 April 2009 set forth in the annexed document.

It should further be noted that in its notice dated 28 October 2009, entitled "Remuneration and incentive systems", the Bank of Italy requires that internal audit functions conduct annual verification of the ways in which it is ensured that remuneration practices meet legislative requirements and that the results of this verification process be submitted to the Shareholders' Meeting on an annual basis.

Accordingly, we report that the results of said verification process, which confirm the compliance of the remuneration practices implemented by your Company with legislative requirements and the remuneration policies adopted, are set forth in excerpted form in the annexed document.

We would also like to take this opportunity to submit for your review several proposed amendments to the remuneration policies for Boards members, employees and financial advisors approved by the Shareholders' Meeting on 21 April 2009 in order to bring them into compliance with the additional instructions set forth in the notice from the Bank of Italy of 28 October 2009.

We therefore propose that you approve the text of the remuneration policies adopted for (i) directors, (ii) employees and (iii) financial advisors, as indicated in the attached document.

Trieste, 26 March 2010

THE BOARD OF DIRECTORS

Information Regarding the Implementation in 2009 of the Remuneration Policies Approved by the Shareholders' Meeting on 21 April 2009

As is common knowledge, Bank of Italy Order 264010 of 4 March 2008, entitled "Supervisory Provisions Concerning Banks' Organisation and Corporate Governance" (also referred to hereinafter as the "supervisory provisions" or the "new supervisory provisions"), laid down a regulatory framework that assigns the corporate governance system a central role in defining company strategies, and management and monitoring policies for risks typically associated with the operations of banks and financial institutions. To this end, the new regulations require that, inter alia, the Shareholders' Meeting be provided with adequate information concerning remuneration policies.

Accordingly, information regarding the implementation in 2009 of the remuneration policies approved by the Shareholders' meeting on 21 April 2009 is provided below.

Members of the Board of Directors and Employees

1. Goals pursued by the remuneration policy and criteria applied in 2009

The remuneration policy of Banca Generali for 2009 was aimed at pursuing the closest possible alignment between the interests of shareholders and the Banking Group's management.

As indicated in the remuneration policies approved by the Shareholders' Meeting for 2009, the remuneration package consisted of fixed components and variable components relating to the strategic weight of the position filled.

The fixed components were used to compensate employees' skills in order to ensure efficient policies of internal fairness and competitiveness with the external market.

On the subject of the comparison of the remuneration policy of Banca Generali, and specifically of the recurring component of managers' remuneration, with the results of the primary survey of the banking industry (the ABI-Hay Survey), in which the Bank participates each year, we confirm that in 2009 the Bank's remuneration practices remained in line with the market median, thus reaffirming the Banking Group's desire to maintain a conservative remuneration policy for the fixed component of remuneration.

A Management by Objectives mechanism consistent with the achievement of the earnings and financial results indicated in the budget for 2009 and indicators aimed at appreciating the weighting of company risks was employed for the Chief Executive Officer and Managers. The Management by Objectives system was linked to the Balanced Scorecards

principle, the use of which was aimed at seeking the maximum strategic alignment of management with measurable quantitative and qualitative company goals.

2. Parameters used to calculate the variable components

The Management by Objectives mechanism, which forms the basis of the variable component of the remuneration of Managers and the Chief Executive Officer, is based on defining and allocating to each of them specific objectives, each one of which is attributed a target.

The objectives for 2009 were divided into three major categories:

a. Quantitative objectives pertaining to the results of the consolidated financial statements of the Banking Group and Generali Group

The objectives in this first category, targets for which were set in accordance with the budget figures for the year, were as follows: Banca Generali net inflows; cost income; consolidated net profit; New Business Value (NBV); Gross Margin on average AuM (Asset under Management); Return on Risk Adjusted Capital; Overall performance of the Generali Group (made up of a mix of objectives comprehensively assessed as the performance of the insurance Group). These objectives were exceeded as a whole.

For the Chief Executive Officer, these objectives represented 100% of the total objectives assigned. The objective for the Generali Group weighed in at 20%.

For the General Manager, these objectives represented 80% of the total objectives assigned. The objective for the Generali Group weighed in at 10%.

For the other managers, these objectives represented 40% of the total objectives assigned. The objective for the General Group came to a minimum of 5% and a maximum of 10%, depending on the position filled.

b. Quantitative and qualitative objectives relating to the position filled

The main quantitative objectives for the position filled were as follows: structural costs; net trading income; net interest income; net inflows per applicable channel; and net banking income.

The qualitative objectives involved strategic projects for the Banking Group, i.e. projects assigned to the responsibility of individual departments, but of general interest, in addition to the assessment of the quality of the service provided.

For the General Manager, qualitative objectives represented 20% of the total objectives assigned.

The exceptions to these general criteria were the objectives assigned to the Manager in charge of the company's financial reports and those responsible for control functions (Heads of the Legal & Compliance Department and the Internal Audit Service), which – in keeping with the Order of the Governor of the Bank of Italy of 4 March 2008 – were not linked to company or group earnings results, but only involved qualitative objectives concerning strategic projects of the banking group and projects related to the position filled.

3. Process for defining remuneration policies

The definition of remuneration policies for employees and financial advisors followed the procedure defined and described in the presentation of remuneration policies for 2009.

4. Information on remuneration by role and functions

The following is a summary of key information concerning remuneration in 2009, organised by company roles:

A) Members of the Board of Directors

Remuneration for members of the Board of Directors was determined by following the procedure defined and described in the presentation of remuneration policies for 2009 and the final figures have been stated in detail in the Notes to the Annual Financial Report for the year ended 31 December 2009, to which the reader is referred.

B) Chief Executive Officer

The remuneration paid to the Chief Executive Officer consisted of total fixed remuneration paid of € 700,000 and accrued variable remuneration for 2009 (to be paid in 2010) of € 461,416, calculated according to the results achieved, which represented 113% of the predetermined target. The target, which was linked to the degree of achievement of performance objectives, had been set at a maximum of 70% of fixed remuneration if the targets were to be exceeded to an appreciable extent. There was no guaranteed minimum. In 2009, the share of the termination indemnity for the year amounted to € 175,000, calculated as 25% of fixed remuneration. Lastly, it should be recalled that the Chief Executive Officer is a grantee under a Stock Granting Plan that calls for the granting, without consideration, of 389,596 Banca Generali ordinary shares within five years of the date of admission to trading of Banca Generali shares on the electronic share market (MTA) organised and managed by Borsa Italiana S.p.A.

C) *Members of the Board of Statutory Auditors*

Remuneration for members of the Board of Statutory Auditors was determined by following the procedure defined and described in the presentation of remuneration policies for 2009 and the final figures have been stated in detail in the Notes to the Annual Financial Report for the year ended 31 December 2009, to which the reader is referred.

D) *Top Management (General Manager and Deputy General Managers)*

The General Manager's remuneration consisted of an all-inclusive gross annual salary of € 825,000. Variable remuneration of € 728,125, calculated on the basis of the results achieved, which amounted to 116.5% of the predetermined target, was also accrued in 2009 and will be paid in 2010.

The target, which was linked to the degree of achievement of performance objectives, had been set at a maximum of 115% of total annual salary if the targets were to be exceeded to an appreciable extent. There was no guaranteed minimum. In 2009, the costs incurred for the annual share of supplementary pension benefits, holiday leave, insurance coverage, calculated as 13% of all-inclusive annual remuneration (RAL), and insurance coverage under the benefit package to which the Group's managers are eligible amounted to € 239,494. The 2009 share of the termination benefit package was calculated in accordance with applicable legislation.

Under the Stock Granting Plan in which the General Manager was a grantee, in 2009 he was granted 278,284 ordinary shares in Banca Generali. A lock-up agreement was signed for 50% of these shares in accordance with article 6.4 of the Plan Rules. This agreement expired on 30 June 2009.

The remuneration of the Deputy General Managers (key management personnel) consists of an all-inclusive annual remuneration (RAL) and a variable remuneration, linked to the degree to which the performance objectives are achieved, as described below.

His fixed remuneration amounted to a total of € 363,780, and variable remuneration of a total of € 172,358 accrued in 2009 (to be paid in 2010), calculated on the basis of the results achieved, which represented total average of 118.25% of the predetermined targets.

In addition, the costs incurred for the annual share of supplementary pension benefits and insurance coverage provided as part of the benefit package to which the Group's managers are entitled amounted to a total of € 57,207 in 2009. The 2009 share of the termination benefit package was calculated in accordance with applicable legislation.

In further detail, Vice Deputy General Manager, who has been assigned responsibility for preparing the Company's financial reports pursuant to article 154-*bis* of Legislative Decree 58/1998, earned variable remuneration calculated on the basis of the results achieved, which amounted to 120% of the predetermined target. The target, which was linked to the degree of achievement of performance objectives (not related to earnings results), had been set at a maximum of 45% of all-inclusive annual remuneration (RAL) if the targets were to be exceeded to an appreciable extent. There was no guaranteed minimum. Lastly, the Vice Deputy General Manager has been granted 30,000 option rights for the subscription of ordinary shares in Banca Generali under the stock option plan for employees enacted to coincide with the admission to trading of Banca Generali shares on the electronic share market (MTA) organised and managed by Borsa Italiana S.p.A.

The Vice Deputy General Manager, who in 2009 was responsible for the Sales and Marketing Departments, earned variable remuneration calculated on the basis of the results achieved, which amounted to 116.5% of the predetermined target. The target, which was linked to the degree of achievement of performance objectives, had been set at a maximum of 60% of all-inclusive annual remuneration (RAL) if the targets were to be exceeded to an appreciable extent. There was no guaranteed minimum. The Vice Deputy General Manager is also the recipient of 50,000 option rights to subscribe to Banca Generali ordinary shares, as part of the Stock Option Plan for employees introduced when Banca Generali shares were admitted for trading on the electronic share market (MTA) organised and managed by Borsa Italiana S.p.A.

E) *Managers*

The remuneration of the other Managers consists of all-inclusive annual remuneration (RAL) and variable remuneration linked to the degree of achievement of performance objectives. Based on the weight and complexity of the position filled, variable remuneration was set at a minimum of 10% and a maximum of 50% of fixed wages, provided that targets were to be exceeded to an appreciable extent, and without calling for a guaranteed minimum.

As stated above, it should be noted that targets for managers responsible for control functions were not tied to the achievement of earnings results and variable remuneration was set at a maximum of 40% of fixed wages, provided that the targets were to be exceeded to an appreciable extent.

Of the 25 managers in service at Banca Generali at 31 December 2009, 24 of whom received Balanced Scorecards for 2009 (one manager, who joined the Company in the

second half of the year, did not receive a card), a total of 24 achieved the minimum total percentage required to receive a bonus (100% of the entitled managers).

On the whole, 23 bonuses will be paid (for 96% of Balanced Score Cards distributed), since one manager left the Company after the end of the year.

In particular, the average percentage of achievement of objectives amounted to 116.7%, while objectives represented by earnings and net inflow targets for the Banking Group were 120% achieved.

The total bonus money to be distributed amounted to € 935,000, corresponding to a cost for the Company of approximately € 1,275,000, compared to a total maximum distributable sum of € 994,000 for the cited population.

Managers enjoyed supplementary pension benefits of a maximum of 10% of their all-inclusive annual remuneration (RAL) (except for managers from other Insurance Group companies, whose supplementary pension benefits came to a maximum of 16.5% of their all-inclusive annual remuneration) and the benefit package for managers. The 2009 share of the termination benefit package was calculated in accordance with applicable legislation. They are also recipients of option rights to subscribe to Banca Generali ordinary shares, as part of the Stock Option Plan for employees introduced when Banca Generali shares were admitted for trading on the electronic share market (MTA) organised and managed by Borsa Italiana S.p.A.

Financial advisors

The remuneration policies for financial advisors have been set in accordance with the provisions of the Remuneration Policy adopted for 2009 in both qualitative and quantitative terms.

It should be noted that the agency agreement essentially calls for remuneration directly related to various types of revenue according to a percentage rate system. In general, in 2009 commission expenses (almost all of which consisted of commissions paid to financial advisors) did not merely remain stable as a percentage of total commission income, they even declined significantly. On this issue, it will be helpful to refer to the Group's consolidated figures, which best express the Company's effective income dynamics, more specifically by considering commission income net of performance commissions, which are highly variable and thus make comparisons unreliable.

	Total payout (with performance commissions)	Total payout (without performance commissions)
2008	52.9%	54.1%
2009	40.3%	50.0%

Note: Figures for 2009 do not include data of the former Generali Investments Luxembourg

The reason for the improvement is largely attributable to a revenue structure for 2009 offerings that focused on products with a lower payout level.

The commission component related to ordinary incentive systems, which are based on the identification of individual objectives (and Group objectives for managers), represents a relatively modest percentage of the total remuneration received by financial advisors, but increases according to the managerial role filled. Performance objectives pertain largely to fund-raising activity, with an implicit connection to the Company's revenues.

In detail, incentives represented approximately 6% of the total ordinary remuneration of financial advisors without managerial responsibilities in service at the end of 2009. This percentage came to approximately one-third of total remuneration for Network Managers. Lastly, incentives were approximately 40% of the total remuneration collected by Sales Managers.

Finally, the process of total commission variabilisation was also completed for network managerial positions in 2009.

Trieste, 26 March 2010

THE BOARD OF DIRECTORS

Verification of the Consistency of the Remuneration Practices Adopted – Financial Year 2009

In its notice dated 28 October 2009, entitled “Remuneration and Incentive Systems”, the Bank of Italy requires that internal audit functions conduct annual verification of the ways in which it is ensured that remuneration practices meet legislative requirements and that the results of the verification process be submitted to the Shareholders’ Meeting on an annual basis.

The results of this verification process are set forth below:

INTERNAL AUDIT
AUDIT REPORT

SOCIETA'	BANCA GENERALI	
PROCESSO	POLITICHE DI REMUNERAZIONE - Anno 2009	
OWNER PROCESSO	Direzione Pianificazione e Controllo Direzione Risorse Direzione Legale e Compliance	
OBIETTIVO INDAGINE	Verifica della conformità delle politiche di remunerazione al contesto normativo	
GIUDIZIO	SISTEMA DEI CONTROLLI INTERNI	DISEGNO: Adeguato
		FUNZIONAMENTO: Adeguato
	TIPOLOGIA RISCHI: Compliance, Strategico	
	REMEDIAZIONE: n.n.	
	RISCHIO RESIDUO: BASSO	
AUDIT TEAM	F. Barraco, L. Alemanno	
DATA	22 marzo 2010	

La revisione consente di esprimere completa assunzione sulla conformità operativa alle prassi e politiche di remunerazione approvate dall'assemblea lo scorso 21 aprile 2009, ed ha evidenziato la presenza di un sistema di controllo interno efficace ed adeguato a presidio della regolarità dei comportamenti.

In particolare:

- la politica di remunerazione adottata dalla Banca è risultata conforme alla normativa esistente;
- i pesi e gli strumenti utilizzati per la determinazione complessiva delle remunerazioni (componente fissa e componente variabile) sono stati rilevati all'interno dei parametri stabiliti. Ai fini del conseguimento degli obiettivi di prudente gestione del rischio è stato utilizzato quale parametro di riferimento il RORAC (Return on Risk Adjusted Capital);
- l'equilibrio tra componente fissa e componente variabile è stato rispettato, risulta coerente con le indicazioni di Banca d'Italia e si posiziona nella mediana delle prassi del mercato di riferimento ABI. Si sottolinea anche l'individuazione di una soglia minima (40% dell'obiettivo) per l'accesso al bonus, al di sotto della quale il meccanismo esclude integralmente l'erogazione della parte variabile;
- la rilevazione degli obiettivi quantitativi avviene attraverso un processo strutturato che coinvolge le funzioni di Risk Management e di Pianificazione e Controllo; la valutazione degli obiettivi qualitativi avviene in un quadro di adeguata formalizzazione, descrizione dei comportamenti e di coerenza con il ruolo e la mansioni.
- la gestione operativa delle remunerazioni è effettuata su sistemi informatici (SAP) che garantiscono la completa tracciabilità dei dati e la corretta segregazione dei processi di controllo. I controlli sono effettuati dalla Direzione Risorse, in via continuativa, e dalla Direzione Compliance, ad occasione;
- la trasparenza delle informazioni è garantita dalla struttura delle singole *Balanced Scorecards* che unitamente al riepilogo dettagliato dei singoli obiettivi ne riportano una precisa descrizione. Nel documento, infatti, sono riportate una breve descrizione, eventuali note, gli elementi di calcolo, il responsabile e la fonte del controllo.

Internal Audit

Il Preposto

Francesco Barraco



Remuneration Policies Adopted for Directors, Employees and Financial Advisors

General principles of the remuneration policy

Through its remuneration policy, Banca Generali seeks to achieve an optimal balance between the interests of the shareholders and the Banking Group's management, composed of managers and network managers, both from a short-term perspective, by maximising the creation of shareholder value, and in the long-term, through careful management of risks and the pursuit of long-term strategies.

The general objectives that the company aims to pursue through its remuneration policy, in accordance with the contents of new supervisory provisions, have always been inspired within Banca Generali by the following principles:

- (i) internal fairness, with the aim of harmonising remuneration with the “weight” of the positions actually filled by managers and differentiating remuneration targets and the percent incidence of the variable component out of total remuneration according to the professional family in question;
- (ii) meritocracy, with the aim of ensuring that remuneration is closely tied to the performance and results achieved, in particular by using the variable component of remuneration relating to the verification of the achievement of consistent, stable results over time; and
- (iii) the sustainability of remuneration practices in view of the creation of value and cost objectives consistent with predetermined budget plans by taking selective action in the area of fixed remuneration, using objective parameters to identify the variable part of remuneration, identifying appropriate maximum limits on the amounts of bonuses disbursed and eliminating bonuses if the predetermined targets are not sufficiently met (an event that, for example, occurred for the 2008 bonuses for the Banking Group's top management).

Effective 2010, remuneration policies were also brought into line with the recommendations of the Governor of the Bank of Italy concerning “Remuneration and Incentive Systems” issued in Order No. 321560 of 28 October 2009. In this context, drawing on a highly innovative scheme, we also sought to make managers and network managers equivalent from the standpoint of the mechanisms for the remuneration policy for variable pay in order to ensure the utmost compliance with the new principles by all Banking Group staff members. It should be noted that the role of network manager differs

significantly in professional terms from that of a traditional manager, engaged under a salaried employment agreement, inasmuch as network managers are parties to agency agreements with the company. Their remuneration schemes are consistent with this arrangement and differ substantially from those applicable to employees.

The major changes involve the policy for the variable portion of remuneration, which is common to both executives and network managers, and consist of:

(A) the introduction of an access gate to the variable component of remuneration that contemplates the following ratios:

- Capital ratio: the total capital ratio, aimed at measuring the extent of the Bank's capital in relation to the degree of risk of the assets held;
- Liquidity ratio: aimed at measuring the Bank's capacity to overcome more or less severe liquidity crises in the near and long term.

The access gate thus consists of two ratios indicative of the Bank's solidity and, accordingly, its capacity to pay out the variable component of the remuneration of the Company's managerial personnel (a concept known as "sustainability").

An on/off threshold is set for each ratio. The requirement for access to the bonus accrued during the year is that both ratios are above the minimum threshold set when the final earnings figures for the year are recorded.

(B) there is a system for the deferred payment of 40% of bonuses accrued by key management personnel and other managers and network managers to whom a bonus in excess of € 75,000 accrues during the year. In further detail, 60% of the amount owed shall be paid immediately after the Board of Directors verifies the earnings and capital solidity results for the year in question, 20% after the results for the following year have been verified and the remaining 20% after an additional year.

(C) the access gate conditions not only the bonus for the year in question, but also, from one year to the next, the portions of bonuses accrued in previous years and paid out on a deferred basis in subsequent years.

Members of the Board of Directors and Employees

1. Aims of the remuneration policy and selected criteria

Through its remuneration policy, Banca Generali seeks to achieve an optimum balance between the interests of the shareholders and the Banking Group's management, both from a short-term perspective, by maximising the creation of shareholder value, and in the long-term, through careful management of risks and the pursuit of long-term strategies.

In 2010, remuneration policies were brought into line with the recommendations of the Governor of the Bank of Italy concerning “Remuneration and Incentive Systems” issued in Order No. 321560 of 28 October 2009.

The remuneration package consists of fixed components and variable components. The variable component of the remuneration relative to the fixed component increases in percentage terms the greater the strategic importance of the position to which the remuneration refers (this does not normally exceed 10% for the professional areas and middle managers; for top managers responsible for commercial operating units it may reach at most 60%, when the objective results assigned have been achieved in full).

In 2010, a system for the deferral of the disbursement of 40% of the accrued bonus was introduced for the Generali Banking Group’s key management personnel and all other managers who earn a bonus in excess of € 75,000. In further detail, 60% of the amount owed will be paid immediately after the Board of Directors verifies the earnings and financial results for the year in question, 20% after the results for the following year have been verified and the remaining 20% after an additional year.

In 2010, in order to link the variable pay of management personnel even more closely to long-term performance indicators, and in order to also take account of current and prospective risks, the cost of capital and the cash required to meet the needs of the activities undertaken, accrual of bonuses will be linked not only to the effective results achieved by each manager, but also to an access gate common to the Banking Group’s entire staff.

This access gate shall consist of the following two indicators:

*The Total Capital Ratio and
Liquidity Ratio.*

The Board of Directors shall identify a target for each indicator. If both targets are met, the bonus for the year in question shall accrue. If one of the two targets is not met, the bonus may not be disbursed. The access gate shall not condition only the bonus for the year in question, but also, from one year to the next, the portions of bonuses accrued in previous years and disbursed on a deferred basis.

The main managerial and professional functions are evaluated and “weighted”, in accordance with the HAY points mechanism. This weighting system enables effective mechanisms to be adopted for monitoring the remuneration dynamics, also with reference to the markets in which the company operates.

The fixed components serve to remunerate the managerial and technical skills of employees used to perform the roles assigned to them, in order to ensure managerial continuity and pursue effective and fair internal remuneration policies that are competitive in respect of the external market.

Particular attention is paid within the fixed remuneration components to the benefits package, which represents a significant element in terms of the fixed remuneration (about 15% for managerial grades and professional areas, and approximately 25% for executives). For manager this includes health cover, supplementary pension benefits, insurance for accidents at work and outside work and a company car. The National Collective Labour Agreement for Credit Institutions, supplemented by the Supplementary Company Contract, is applied for middle manager grades and professional areas.

The aim of the recurring variable components of remuneration and long-term incentives (such as stock option plans, stock granting schemes and deferred bonus systems), on the other hand, is to balance directly the interests of the shareholders and those of management.

A Management by Objectives mechanism, consistent with the achievement of the earnings and financial results indicated by the budget for the reference year and with indicators reflecting the weighting of business risks, is used for the Chief Executive Officer and Managers. The Management by Objectives system is linked to the Balanced Scorecards principle. The purpose of this tool is to achieve maximum strategic alignment of management; all the managerial positions help to create shareholder value by achieving objectives that are both quantitative and qualitative, but are in any event measurable. These objectives permeate down through the business and the impact of individual positions on the achievement of the respective objectives is identified.

The long-term objectives include a stock option plan reserved for managers and a stock granting scheme reserved for the Chief Executive Officer and General Manager which were introduced when Banca Generali ordinary shares were listed on the electronic share market (MTA) and are still running today.

2. Parameters used to calculate the variable components

The Management by Objectives mechanism, which forms the basis of the variable component of the remuneration of managers and Chief Executive Officer (hereunder also referred to as the bonus), is based on defining and allocating to each manager specific objectives, each one of which is attributed a target, each with a special weighting. The

variable remuneration is hence linked on a straight-line basis to the degree to which the individual objectives are achieved.

The objectives and the relevant targets are defined based on the guidelines described below, differentiated according to the sphere of work and responsibility attributed to the executive.

A percentage of the variable remuneration, as stated below, is linked to quantitative objectives pertaining to the results of the Banking Group. In detail:

- Net inflows of the Banca Generali Group,
- Cost income,
- Consolidated net profit,
- Gross Margin on average AuM,
- Return on Risk Adjusted Capital (parameter that illustrates the ratio between net profit and risk capital, where the second value represents the amount of own capital that the bank will have to commit to cover a certain amount of risks, particularly those related to trading and sales and retail banking activities).

These objectives contribute to determining no less than 75% of the variable pay of the Chief Executive Officer and General Manager and 20% to 40% of the variable pay of the other managers.

The balance of variable remuneration is linked to quantitative and qualitative objectives related to the position held.

In particular, in relation to the position filled, the quantitative objectives refer to the inflows, revenues and/or cost objectives for which the executive is responsible based on the company budget. The qualitative objectives refer to projects concerning the Banking Group and require the collaboration of all the managers, each one regarding the area within the his/her remit, or to projects falling under the responsibility of individual departments but which are of general importance.

The exceptions to these general criteria are the objectives assigned to the Manager in charge of the financial reports of Banca Generali S.p.A and managers responsible for the control functions, which — in keeping with the Order of the Governor of the Bank of Italy of 4 March 2008 — are not linked to company or group earnings results.

In addition, solely as regards the Chief Executive Officer and other Managers, the variable remuneration is weighted based on performance objectives of the Assicurazioni Generali Group.

The mechanism whereby variable pay is disbursed calls for a minimum access threshold, reaching which entitles the employee to collect 40% of the bonus, up to 120% of the bonus (the maximum over-performance level) if all targets are fully exceeded. Below the minimum access threshold of 40%, no bonus is paid.

The sum of the bonus percentages linked with each objective makes up the percentage of bonus to be paid out relative to the target bonus.

If the sum of the bonus percentages linked to each individual objective is below 40%, the bonus is not paid out.

The performance levels identified in the objectives are directly linked to the forecasts of the budget approved by the Board of Directors and the achievement of the results, when linked to the economic results, is verified based on the consolidated financial statements of the banking group.

As regards the variable remuneration of middle managers and employees belonging to the professional areas, the system used to calculate the bonuses, which takes place at annual intervals, is also linked to the performance appraisal process and decided on a discretionary basis, with the exception of a management by objectives plan reserved for relationship managers who work in the Private Division and a management by objectives plan reserved for asset managers working in BG SGR and Generali Fund Management.

3. Process for defining remuneration policies

Following the Bank of Italy's issue of order No. 264010 of 4 March 2008 entitled "Supervisory Provisions Concerning Banks' Organisation and Corporate Governance", the General Shareholders' Meeting is responsible for defining the remuneration policies for employees and financial advisors as well.

Within the context of the Shareholders' Meeting's decisions, it is then the responsibility of the Board of Directors to draw up guidelines for the recruitment and internal placement of personnel belonging to the Company's managerial category and carrying out checks to ensure that the remuneration and incentive systems applicable to persons in top managerial positions within the organisational structure take due account of risk containment policies and are consistent with the company's remuneration policy, long-term objectives, corporate culture and overall internal control and corporate governance system.

The Board of Directors is responsible for setting the overall remuneration of the General Manager, and for identifying the individual objectives for the Chief Executive Officer and General Manager.

The Board of Directors is supported in its work by the Remuneration Committee, consisting of three non-executive members of the Board of Directors, two of whom are independent, and, for the purposes of a correct application of the principles and criteria envisaged by the regulation, of the relevant company functions, i.e. HR Department, Planning & Control Department, Risk Management Service and Compliance Service.

As part of the duties attributed to it by the Remuneration Committee's Rules, the Remuneration Committee: (i) draws up opinions and non-binding proposals for the Board of Directors regarding the remuneration of those serving as Chairman of the Board of Directors, Chief Executive Officer, General Manager and Deputy General Manager, based on a discretionary appraisal, carried out taking account, amongst other things, of the following parameters: significance of the responsibilities in the corporate organisational structure, impact on company results, earnings results achieved by the Company and achievement of specific objectives indicated beforehand by the Board of Directors; (ii) monitors that the decisions adopted by the Board of Directors based on the proposals presented are applied; (iii) evaluates periodically the criteria adopted for the remuneration of key management personnel, oversees their application based on the information provided by the Chief Executive Officer and prepares general recommendations on the matter for the Board of Directors.

Identifying the objectives to be assigned to individual Executives, as part of the policy determined by the Shareholders' Meeting and the parameters identified by the Board of Directors is the responsibility of the Chief Executive Officer, supported by the HR Department and Planning & Control Department, the Risk Management Service and the Compliance Service for the parts within their respective remit.

The process of assigning the targets to be met in order to receive variable pay and determining the maximum amount of such variable pay is conducted formally and documented.

Each year, the Internal Audit Service verifies the way in which it is ensured that remuneration practices comply with the legislative context.

4. Information on remuneration by role and functions

The main information about the remuneration structure is summarised below, aggregated by company role:

A) Members of the Board of Directors

Board member remuneration is determined at the time of appointment by the General Shareholders' Meeting, in accordance with paragraph one of article 2389 of the Italian Civil Code, as a fixed sum plus reimbursement of any expenses incurred in the performance of their duties.

For members vested with special responsibilities, including attendance at Remuneration and Internal Control Committee meetings, the additional annual remuneration is set by the Board of Directors, pursuant to article 2389 third paragraph of the Italian Civil Code.

B) Chief Executive Officer

The Chief Executive Officer's remuneration consists of a recurring fixed remuneration and a variable remuneration, linked to the degree to which the performance objectives are achieved. This may reach at most 70% of the fixed emolument if the objectives are exceeded in appreciable terms and does not provide for any guaranteed minimum. Of the total variable pay accrued, 60% will be paid out immediately after the Board of Directors verifies the results for the year in question, 20% after the results for the following year have been verified and the remaining 20% after an additional year. The access gate scheme applies to the Chief Executive Officer.

If employment is terminated (not due to resignation or cause attributable to the Chief Executive Officer) before the agreed term has lapsed, the Chief Executive Officer receives an indemnity, which is currently equal to one year's worth of his fixed salary. The Chief Executive Officer also benefits from a severance indemnity, amounting to 25% of the fixed remuneration per annum. The Chief Executive Officer is the recipient of a Stock Granting Plan which allocates, without consideration, 389,596 Banca Generali ordinary shares within 5 years of the date on which Banca Generali shares were admitted for trading on the electronic share market (MTA) organised and managed by Borsa Italiana S.p.A.

C) Members of the Board of Statutory Auditors

The remuneration of the Chairman of the Board of Statutory Auditors and other members of the Board of Statutory Auditors is set by the Shareholders' Meeting at the time of appointment.

D) Top Management (General Manager and Deputy General Managers)

The General Manager's remuneration consists of an all-inclusive annual remuneration (hereinafter also referred to as RAL) and a variable remuneration, linked to the degree to which the performance objectives are achieved. This may reach a maximum of 60% of the RAL, if the objectives are exceeded in appreciable terms and does not provide for any guaranteed minimum. Of the total variable pay accrued, 60% is paid out immediately after the Board of Directors verifies the results for the year in question, 20% after the results for the following year have been verified and the remaining 20% after an additional year. The access gate scheme applies.

The General Manager also collects supplementary pension benefits equal to 13% of RAL, the benefit package for Group managers and contribution for lodging in Milan. In accordance with applicable legislation, severance benefits are without prejudice to agreement concerning an indemnity mechanism, which applies when employment is terminated at the Bank's initiative or subject to unfavourable changes at the Bank's initiative. The amount of this indemnity may not exceed three times the amount of RAL. During 2009, he was granted, without consideration, 278,000 Banca Generali ordinary shares under the Stock Granting Plan that called for the granting, without consideration, of 278,000 Banca Generali ordinary shares within five years of the date of admission to trading of Banca Generali shares on the electronic share market (MTA) organised and managed by Borsa Italiana S.p.A.

The remuneration of Deputy General Managers consists of all-inclusive annual remuneration (RAL) and variable remuneration, linked to the degree of satisfaction of performance objectives, the access gate scheme and the bonus deferral scheme, which:

- as regards the Vice Deputy General Manager, who is responsible for preparing the corporate accounting documents pursuant to article 154-*bis* of Legislative Decree 58/1998, may reach a maximum of 50% of the fixed emolument if the objectives are exceeded in appreciable terms. It does not provide for any guaranteed minimum. The objectives are not linked to the achievement of earnings results. The Vice Deputy General Manager is also the recipient of 30,000 option rights to subscribe to Banca Generali ordinary shares, as part of the Stock Option Plan for employees introduced when Banca Generali shares were admitted for trading on the electronic share market (MTA) organised and managed by Borsa Italiana S.p.A.;
- the Deputy General Manager, with responsibility for the Private Banking Department, may reach a maximum of 60% of the fixed emolument if the objectives are exceeded in appreciable terms. It does not provide for any guaranteed minimum. The Deputy General

Manager is also the recipient of 50,000 option rights to subscribe to Banca Generali ordinary shares, as part of the Stock Option Plan for employees introduced when Banca Generali shares were admitted for trading on the electronic share market (MTA) organised and managed by Borsa Italiana S.p.A.

Both also enjoy supplementary pension benefits up to 13% of the RAL and the benefits package provided for managers. The remuneration provided in the event of the relationship being terminated complies with the reference legislation.

E) *Managers*

The other Managers' remuneration consists of all-inclusive annual remuneration (RAL) and variable remuneration, linked to the degree of satisfaction of performance objectives, the access gate scheme and bonus deferral scheme for Banking Group managers who exceed the threshold of € 75,000 in bonus money during a given year. According to the weight and complexity of the position filled, variable remuneration may range from a minimum of 10% to a maximum of 50% of fixed remuneration, provided the targets are exceeded to an appreciable extent. There is no guaranteed minimum. The variable remuneration of managers who act as asset managers at BG SGR and Generali Fund Management may reach 100% of their fixed remuneration. For managers responsible for control functions the objectives are not linked to the achievement of earnings results and the variable remuneration may reach at the most up to 40% of the fixed emolument if the objectives are exceeded in appreciable terms.

Managers also receive supplementary pension benefits of up to 13% of their RAL (up to 16.5% if they come from other General Group companies) and the benefit package for Generali Group managers. The remuneration provided in the event of the relationship being terminated complies with the reference legislation. They are also recipients of option rights to subscribe to Banca Generali ordinary shares, as part of the Stock Option Plan for employees introduced when Banca Generali shares were admitted for trading on the electronic share market (MTA) organised and managed by Borsa Italiana S.p.A.

F) *Other employees (middle manager and professional areas)*

Other employees are remunerated in accordance with the National Collective Labour Agreement for Credit Institutions, supplemented by the Supplementary Company Contract as indicated in the agreement and accessory agreements of 28 December 2005 and subsequent additions.

Financial Advisors

1. Information on the type of relationship

The Financial Advisors are linked to the company by an agency contract whereby the financial advisor is appointed permanently (and without representation) to promote and place in Italy, in an autonomous manner — on the company's behalf and, on the company's instructions, also in the interest of third party principal companies — financial instruments and services, banking products and services, insurance products and other products indicated in the contract, and also to provide customer service for customers acquired and/or assigned — with all the due diligence required to achieve company aims.

The relationship may come to an end (as well as due to the occurrence of termination events provided for by the law) as a result of consensual resolution or a declaration of withdrawal of one of the two parties, in accordance with the notice periods specified, unless a breach of such gravity occurs that prevents the relationship continuing even on a temporary basis.

The distribution structure is organised according to a hierarchical scheme. Within the Sales Department, financial advisors are classified according to rising levels of experience as junior, senior, executive consultants and professionals. Coordination of the financial advisors is delegated to a second-tier managerial structure consisting of the district managers — responsible for individual local operating points and the related groups of financial advisors, who are assisted in some cases by “in-field trainers”, the executive managers — and a first-tier structure, the area managers, who report to the Sales Manager who reports to the Sales Department. Within the Private Banking Division, individual financial advisors are coordinated by a first-tier managerial structure, private-banking managers, who report to the Sales Manager, who in turn reports to the Private Banking Department.

These professional posts receive a special remuneration package as part of a common system of rules. The general principles are set out below.

2. The remuneration of financial advisors and managers

The financial advisors' and private bankers' remuneration consists of various kinds of commissions. The commissions paid to the financial advisors vary according to the work carried out, type of products placed and distribution agreements in place with the product companies. The remuneration system has to combine the need to pay the financial

advisors a remuneration proportionate to the company's revenues, in line with rates commonly applied in the reference market, with the need to avoid situations of potential conflict of interest.

The remuneration of the financial advisors and private bankers is variable and consists of three main items:

(i) sales commissions: the bank pays the financial advisor a portion of the commissions paid by the customer at the time the financial products are subscribed. These commissions differ according to the various types of product and may vary in relation to the amount paid and/or the client's assets.

The rates awarded to the financial advisor, on the other hand, vary according to the professional level covered and the type of product;

(ii) management commissions: the bank pays a monthly commission to the financial advisor, as remuneration for the assistance provided by the advisor to the customer during the relationship. These commissions are paid monthly, applying to the customer's portfolio commission rates, which vary both depending on the role of the financial advisor and the type of product;

(iii) recurring commissions: these are similar to the previous commissions, but relate specifically to the management fees paid by customers for the portfolios managed.

There are mechanisms for reducing the commissions described under paragraphs (ii) and (iii) if the advisor does not duly provide the required post-sales support to clients.

As far as managers' remuneration is concerned, the commissions are apportioned in a similar manner; they are paid for their supervision of the advisory work performed.

Within the framework of a process of gradually increasing the responsibilities of managers in coordination and supervision activity, there are mechanisms aimed at contemplating any specific risks that emerge in the area being coordinated, including for the purpose of determining remuneration.

In addition to the above, supplementary front-end commission schemes may be provided, designed to incentivise and retain newly hired financial advisors with a high level of professional expertise.

Ordinary incentive systems are also provided for the financial advisors and managers, based on identified individual objectives (and group objectives, for managers).

All the incentives are paid out only on condition that, on the dates scheduled for the payments, the agency relationship is properly in place, the notice period is not running and all the conditions required for achieving the result objectives set have occurred.

Given the importance of the supervision and coordination role assigned to the Area Manager and Private Banking Manager, beginning in 2010, their variable remuneration, which is linked to the incentive plans, will be governed by the same bonus deferral and access gate schemes as applied to managers to whom a bonus in excess of € 75,000 accrues during the year. A system calling for the deferral of remuneration accrued under incentive plans is in place for a share of 40% of the bonus accrued: in further detail, 60% of the amount is paid out immediately after the Board of Directors verifies results for the year in question, 20% after the results for the following year have been verified and the remaining 20% after an additional year.

If the actual bonus of one of the parties in question falls below the stated threshold of € 75,000, it is paid out in full once the results for the year in question have been verified.

In addition, the access gate mechanism, as described for the Bank's employees, will also apply to Area Managers and Private Banking Managers.

3. Remuneration of the sales managers

Coordination of the two networks of financial advisors within the Sales Department and the private-banker financial advisors within the Private Division is entrusted to two Sales Managers, to whom the Area Managers and Private Banking Managers report, respectively.

The Sales Manager's remuneration is consistent with the remuneration of the managerial grades, financial advisors and private bankers, and is calculated in direct proportion thereto.

Given the role of coordinating the entire organisation of financial advisors and private-banker financial advisors performed by the two sales managers, beginning in 2010, their variable remuneration, which is linked to the incentive plans, will be governed by the same bonus deferral and access gate schemes as applied to managers to whom a bonus in excess of € 75,000 accrues during the year. A system calling for the deferral of remuneration accrued under incentive plans is in place for a share of 40% of the bonus accrued: in further detail, 60% of the amount is paid out immediately after the Board of Directors verifies results for the year in question, 20% after the results for the following year have been verified and the remaining 20% after an additional year.

If the actual bonus of one of the parties in question falls below the stated threshold of € 75,000, it is paid out in full once the results for the year in question have been verified.

In addition, the access gate mechanism, as described for the Bank's employees, will also apply to the Sales Managers.

4. Additional benefits to the standard remuneration

The financial advisors and managers benefit from accident insurance cover and receive social security and termination benefits provided for under legislation.

In addition, a financial advisor who leaves service permanently, having reached pensionable age, and hands over his portfolio, is entitled to receive a one-off payment. This amount corresponds roughly to the management commissions earned by the financial advisor in the two-year period preceding termination of the relationship.

5. Retention schemes

A number of alternative retention schemes are used for financial advisors, as described below.

- a) Stock option plans related to the achievement of specific objectives;
- b) the deferred loyalty bonuses, under which a predetermined amount is invested in a capitalisation policy and may be paid out 7 years after the plan start date and on condition that, on the settlement date, the financial advisor has maintained his professional relationship with the banking group and has achieved a significant objective in terms of the quantity and quality of the assets managed.

Trieste, 26 March 2010

THE BOARD OF DIRECTORS

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

Resolutions Pursuant to Articles 2359-*bis* and 2357 of the Italian Civil Code.

Shareholders,

Since the circumstances that necessitated the addition of this item of business to the Agenda no longer apply, the Shareholders' Meeting is not required to pass any resolutions concerning this matter.

Trieste, 26 March 2010

THE BOARD OF DIRECTORS

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

Approval of a “Stock option plan for financial advisors and network managers of Banca Generali S.p.A. for 2010”; related and ensuing resolutions.

Approval of a “Stock option plan for relationship managers of Banca Generali S.p.A. for 2010”; related and ensuing resolutions.

Extension of the exercise period of the “Stock option plan reserved for the managers of companies of the Banca Generali Group” and of the “Stock option plan reserved for financial advisors and network managers of Banca Generali” approved by the Board of Directors on 24 May 2006.

Shareholders,

Through its remuneration policy, Banca Generali seeks to achieve an optimal balance between the interests of the shareholders and the Banking Group's management and distribution networks, both from a short-term perspective, by maximising the creation of shareholder value, and in the long-term, through careful management of risks and the pursuit of long-term strategies. To this end, the remuneration packages of its managers and sales and marketing units consist of fixed components and variable components, the latter of which also include long-term incentives such as stock option plans.

The Company aims to use such plans in direct pursuit of the twofold goal of aligning the interests of its shareholders and its sales and marketing units and increasing the retention of employees in these units while also stimulating their productivity in the medium term.

It is believed that at this particular juncture in the market's history it is appropriate to embark upon a new retention initiative targeted solely at the distribution network.

In light of the foregoing, we therefore submit for your review and approval a complex retention programme comprising two Stock option plans (also referred to hereinafter as the “Plans” and each individually as a “Plan”) the recipients of which are, respectively, the financial advisors and private bankers and salaried relationship managers of Banca Generali.

This initiative has a twofold objective: maintaining the interest of advisors and network managers in line with the interest of shareholders, in the medium- and long-term, as well as at enhancing the loyalty of the most promising network managers and financial advisors, by involving the same economically in overall value creation within the Company, whilst also providing incentives to boost productivity in the medium term. The foregoing initiative thus allows us to pursue share value growth through the activity and retention of our sales network. It is believed that this instrument may be used to provide motivation for the performances of Plan beneficiaries and steer them to convergence on the growth of net inflows, which in turn will ensure the Banking Group's development in terms of earnings and financial results.

Accordingly, the following is an illustration of the main aspects of the two Stock option Plans submitted for your review and approval.

The new Plans will apply to the period of time including 2010, in addition to the fourth quarter of 2009, as limited to net inflows associated with the so-called "tax shield".

The retention programme calls for the granting of a total maximum of 2,500,000 options to subscribe to Banca Generali ordinary shares. In this connection, it should be noted that the current share capital of Banca Generali is € 111,313,176.00, divided into 111,313,176 ordinary shares having a nominal value of € 1.00 each and that on 18 July 2006 the Shareholders' Meeting resolved to increase share capital to € 116,878,836.00 by issuing a maximum of 5,565,660 new shares of ordinary stock having a par value of € 1.00 each in service of the Stock Option Plans currently in force for the Banking Group's financial advisors and the Company's employees.

In this respect, the Plans call for the following grants:

- (a) a maximum of 2,300,000 options under the "Stock Option Plan for the financial advisors and network managers of Banca Generali S.p.A. for 2010" to the financial advisors, private bankers and network managers of Banca Generali for 2010 (in addition to the fourth quarter of 2009, as limited to the net inflows associated with the "tax shield"); and
- (b) a maximum of 200,000 options under the "Stock Option Plan for the relationship managers of Banca Generali S.p.A. for 2010" to the employees of Banca Generali classified as relationship managers and their coordinators for 2010 (in addition to the fourth quarter of 2009, as limited to the net inflows associated with the "tax shield").

Options shall be granted in a single instalment by the Plan Management Committee (also referred to hereinafter as the "Plan Committee") by 30 June 2011. The grant shall be

conditional upon the achievement of consolidated Group objectives for the development of net inflows by 31 December 2010, as determined by the Board of Directors, and the achievement of individual objectives for the development of net inflows by 31 December 2010, as determined by the Plan Delegated Organ.

All options to be granted shall entitle their holders to subscribe to Banca Generali ordinary shares having a nominal value of € 1.00 each, following by the passage of a consonant resolution to increase share capital by the Shareholders' Meeting, pursuant to Article 2441, paragraphs 5 and 8 of the Italian Civil Code, and thus without a rights offering for shareholders, respectively, out of consideration for the Company's interest and owing to the offering of options to employees of the Company.

The options may be exercised over a six-year period beginning on 1 July 2011 to the extent of one-sixth per year and ending on 30 June 2017.

The Stock Options shall entitle the optionees to subscribe to Banca Generali ordinary shares for consideration equal to the arithmetic mean of the market listing prices of the shares in question on the electronic share market (MTA), organised and managed by Borsa Italiana S.p.A., surveyed during the period from the option grant date to the same date of the previous solar month.

In connection with the implementation of the Plans in question, a proposal for a divisible capital increase for a maximum nominal amount of € 2,500,000.00 is also submitted for your approval in the extraordinary session.

In addition, you are reminded that, in view of the listing of Banca Generali shares on the MTA, on 24 May 2006 the Company's Board of Directors (the competent body at the time) approved:

- (i) a Stock Option Plan for the Banca Generali Group's managers (other than the General Manager and Chief Executive Officer), under which a maximum of 1,113,300 options could be granted; and
- (ii) a Stock Option Plan for financial advisors, area managers and business managers of Banca Generali and Banca BSI Italia, under which a maximum of 4,452,530 options could be granted.

The first Plan was mainly aimed at motivating the recipients to further increase their direct commitment to value creation within the Banca Generali group, focusing their efforts on generating results that ensure the strategic development of the Group in the medium- and long-term, and enhancing their loyalty to the Company by motivating them to remain in the

Company's employ whilst also boosting their sense of belonging to the Banca Generali Group.

The delegated organ shall select deserving recipients, bearing in mind the goals of the Plan, mainly on the basis of the following assessment criteria: strategic importance and crucial nature of the recipient's role and position within the Company's organisational structure; the impact of the recipient's role on the Company's results; the difficulty in finding replacements for the recipient on the labour market; and the innovative content of the recipient's role.

The Plan in question became operational when Banca Generali shares began trading on the electronic share market (MTA) on 15 November 2006 and the options were granted on 15 December 2006, conditional upon the verification of the satisfaction of fixed performance objectives, as carried out by the Company's Board of Directors on 14 March 2007.

Under the foregoing Plan, 851,000 options were granted for the subscription of Banca Generali S.p.A. ordinary shares at a strike price of €9.00.

These options may not be exercised earlier than three years before the grant date. The options granted may be exercised on one or more occasions within three years from the commencement date of the exercise period. Stock options left unexercised upon expiry of the said period, shall be deemed forfeited.

The strike price will be determined at an amount equal to the arithmetic mean of the closing list prices of Banca Generali S.p.A. ordinary shares on the electronic share market (MTA), in the period from the date of the assignment of option rights to the same day of the previous calendar month.

The above-mentioned second Plan was mainly aimed at maintaining the interest of advisors and network managers in line with the interest of shareholders, in the medium- and long-term, as well as at enhancing the loyalty of the most promising network managers and financial advisors, by involving the same economically in overall value creation within the Company, whilst also providing incentives to boost productivity in the medium term.

The Board of Directors had thus rendered the efficacy of the Plan conditional upon the achievement of overall performance objectives, while the plan committee, as a further condition for the efficacy of the Plan, had identified individual performance objectives (tied to net inflow performance in 2006, 2007 and 2008) to be satisfied by each recipient.

This Plan also became operational with the commencement of trading of Banca Generali shares on the electronic share market – MTA (15 November 2006); as a result, stock options were assigned on 15 December 2006, subject to the attainment of the predetermined performance target results.

Following the determination that the collective and individual performance objectives assigned had been satisfied, a total of 2,548,580 options had been permanently granted for the subscription of Banca Generali S.p.A. ordinary shares at a strike price of €9.00.

In accordance with the rules of the Plan in question, optionees may exercise (i) a maximum number of options corresponding to one-third of those granted no earlier than 10 months from the date on which it is determined that the final condition has been satisfied (regarding the achievement of individual objectives by the individual plan recipient), (ii) a maximum number of options corresponding to an additional third of those assigned no earlier than 20 months from the above date and (iii) the remaining third no earlier than 30 months from the above date. All options must be exercised within six months of the thirtieth month from the above date. Stock options left unexercised upon expiry of the said period, shall be deemed forfeited.

Also for this Plan, the strike price will be determined at an amount equal to the arithmetic mean of the reference list prices of Banca Generali S.p.A. ordinary shares on the electronic share market (MTA), in the period from the date of the assignment of option rights to the same day of the previous calendar month.

In order to compensate optionees for the loss in value of the above-mentioned Stock Option Plans due to the well-known market conditions that occurred in 2007 and 2008, which had a negative impact on share price, despite the achievement of excellent results in terms of net inflows (approximately € 2.0 billion in the two-year period in question) by the Group's networks, it is proposed that you approve an extension by three years of the exercise period for both of the foregoing Plans and, limited to the Stock Option Plan for the financial advisors, area managers and business managers of Banca Generali and Banca BSI Italia, the reallocation, between the first day of the 71st month and the last day of the 72nd month from the date on which it is determined that the final condition has been satisfied and the grant thus becomes permanent, of the period of time within which, pursuant to Article 12 of the Rules for the cited Plan, Banca Generali (within the limits of the provisions of Articles 2357 *et seq.* of the Italian Civil Code) and the majority shareholder of Banca Generali are entitled to purchase, at market price and by simple request, the shares subscribed for, but not yet disposed of, by the optionees.

In connection with the implementation of the foregoing extension, you are accordingly asked to approve, in an extraordinary session, a proposal to amend the final deadline for the execution of the resolution authorising a divisible share capital increase passed by the Shareholders' Meeting on 18 July 2006.

In conclusion, as a result of the foregoing, it is therefore proposed that the Shareholders' Meeting, in its ordinary session:

- (a) approves the "Stock Option Plan for the financial advisors and network managers of Banca Generali S.p.A. for 2010" in accordance with the provisions of the Rules annexed hereto;
- (b) approves the "Stock Option Plan for the relationship managers of Banca Generali S.p.A. for 2010" in accordance with the provisions of the Rules annexed hereto;
- (c) extends by three years the exercise period for the Stock Option Plan for the managers of Banca Generali Group companies approved by the Board of Directors on 24 May 2006, as reflected in the Rules annexed hereto, which are likewise submitted for your approval;
- (d) extends by three years the exercise period for the Stock Option Plan for the financial advisors, area managers and business managers of Banca Generali and Banca BSI Italia approved by the Board of Directors on 24 May 2006, as reflected in the Rules annexed hereto, which are likewise submitted for your approval.

Lastly, please note that the Information Document required by Article 84-*bis* of CONSOB Regulation No. 11971 of 1999 has also been prepared for this purpose and will be made available to the public within the terms required under applicable laws and regulations.

Trieste, 26 March 2010

THE BOARD OF DIRECTORS

RULES FOR THE STOCK OPTION PLAN FOR THE FINANCIAL ADVISORS AND NETWORK MANAGERS OF BANCA GENERALI S.p.A. FOR 2010

1. Definitions

In addition to the terms and expressions defined in other clauses of these Rules, the terms and expressions listed below shall be construed according to the meanings attributed to them hereunder for the purposes of these Rules:

- 1.1. **OPTIONEES:** parties entitled to a grant of **OPTIONS** under the **PLAN** in accordance with these **RULES**.
- 1.2. **SHARES:** ordinary shares of Banca Generali S.p.A., having a par value of € 1.00 each, to be issued by the Company in the service of this **PLAN**;
- 1.3. **RECIPIENTS:**
 - (a) all of the **BANCA GENERALI** Group's financial advisors at 1 July 2009 who are parties to a standard agency agreement with the Company and have not been given notice;
 - (b) the financial advisors who are assigned to units of the **BANCA GENERALI** Group after 1 July 2009 and before the termination of the **REFERENCE PERIOD**, provided they are parties to a standard agency agreement with the Company and have not been given notice;
 - (c) network managers upon whom a specific auxiliary engagement has been conferred, effective no later than 1 July 2009, and who serve in the positions of Sales Manager for Italy, Area Manager, Private Banking Manager and District Manager, provided that such auxiliary engagement has not been revoked and is still in effect upon the termination of the **REFERENCE PERIOD**. If the auxiliary engagement is terminated prior to the termination of the **REFERENCE PERIOD**, the **RECIPIENT** shall participate in the plan as a financial advisor;
- 1.4. **PLAN MANAGEMENT COMMITTEE:** the entity authorised by the Board of Directors of **BANCA GENERALI**, which is responsible for, inter alia, identifying the number of shares to be attributed to each **OPTIONEE**, verifying that objectives have been met, and determining all of the **PLAN**'s executive and implementation issues;
- 1.5. **DELEGATED ORGAN:** the **PLAN MANAGEMENT COMMITTEE**;
- 1.6. **REFERENCE PERIOD:** 2010, plus the fourth quarter of 2009, as limited to **NET INFLOWS** associated with the so-called "tax shield";
- 1.7. **BANCA GENERALI:** Banca Generali Società per Azioni, having its registered office in Trieste at Via Niccolò Machiavelli 4, tax code and registration number in the Trieste Register of Companies 00833240328, registered in the Bank Register at position number 5358, the parent company of the Banca Generali Banking Group, registered in the Banking Group Register, subject to management and coordination by Assicurazioni Generali S.p.A.;
- 1.8. **OPTIONS:** the option rights for the subscription of the **SHARES**;
- 1.9. **PLAN:** the Stock Option Plan, i.e. the granting of options to the **OPTIONEES** of **BANCA GENERALI** in relation to the **REFERENCE PERIOD**;
- 1.10. **RULES:** these Rules, approved by the Shareholders' Meeting of **BANCA GENERALI** by resolution
- 1.11. **PLAN ENTITY:** **BANCA GENERALI**;
- 1.12. **NET INFLOWS:** the difference between assets invested and divested by **CLIENTS** determined according to the criteria set by the **PLAN COMMITTEE**;
- 1.13. **APPLICABLE PRODUCTS AND SERVICES:** those to be identified by the **DELEGATED ORGAN**;
- 1.14. **BUSINESS DAYS:** weekdays from Monday to Friday, excluding any national holidays in Italy.

2. Purpose

- 2.1. The object of these RULES is to govern the PLAN.
- 2.2. Through the PLAN, BANCA GENERALI aims to pursue to following objectives:
- 2.2.1 ensuring that the interests of its financial advisors and network managers remain aligned with those of its shareholders over the medium and long term; and
- 2.2.2 retaining the most promising network managers and financial advisors by allowing them to participate financially in the overall increase in the company's value while also stimulating their productivity in the medium term.

3. Subject matter

- 3.1. The subject matter of the PLAN is the granting of OPTIONS to certain of the RECIPIENTS according to the terms set forth in the RULES.
- 3.1 The Board of Directors sets the OVERALL PERFORMANCE OBJECTIVES that BANCA GENERALI must achieve as a condition for the efficacy of the PLAN.
- 3.1 The PLAN COMMITTEE sets the INDIVIDUAL PERFORMANCE OBJECTIVES that each RECIPIENT must achieve as a further condition for the efficacy of the PLAN;.
- 3.1 OVERALL OBJECTIVES: the achievement of overall net inflow objectives during the REFERENCE PERIOD, as established by the Board of Directors.
- 3.1 INDIVIDUAL OBJECTIVES: the achievement by each RECIPIENT of the individual NET INFLOW objectives during the REFERENCE PERIOD, as established by the PLAN COMMITTEE, in accordance with the OVERALL OBJECTIVES.

4. Recipients

- 4.1 The PLAN is intended for all of the RECIPIENTS defined in the foregoing paragraph 1.3.

5. Conditions and criteria for the granting of options

- 5.1 The granting of the OPTIONS is contingent upon the satisfaction of the conditions set forth in paragraph 5.2 hereunder. The exercise of the OPTIONS is contingent upon the lapse of the terms set forth in paragraph 8.2 hereunder.
- 5.2 All of the following conditions must be satisfied in order for the OPTIONS to be granted:
- (a) the competent corporate body of BANCA GENERALI must pass a resolution authorising a share capital increase in service of the PLAN;
 - (b) it must be verified that the OVERALL OBJECTIVES have been achieved; and
 - (c) it must be verified that each individual RECIPIENT has achieved his or her INDIVIDUAL OBJECTIVES.
- 5.3 The Board of Directors of Banca Generali shall verify that the OVERALL OBJECTIVES have been achieved to sufficient degree during the session at which it discusses the results of the financial statements for 2010.
- 5.4 The DELEGATED ORGAN shall verify that the INDIVIDUAL OBJECTIVES have been achieved by each individual RECIPIENT to a sufficient degree by 15 May 2011.
- 5.5 Once it has been verified that the conditions set forth in the foregoing paragraph 5.2 have been satisfied, the PLAN COMMITTEE shall identify the RECIPIENTS, in accordance with the foregoing paragraph 5.2, to whom to grant the OPTIONS, taking account of the provisions of paragraph 5.6 hereunder.
- 5.6 Under no circumstances may the total number of OPTIONS to be granted exceed 2,300,000 (two million three hundred thousand). Accordingly, if the total amount of the OPTIONS to be

granted exceeds said amount, the rights of each OPTIONEE shall be proportionally reduced so as to comply with said maximum amount.

5.7 Non-satisfaction of one or more of the conditions set forth in the foregoing paragraph 5.2 shall render it impossible to give effect to the PLAN.

6. The Options

6.1. The OPTIONS are personal and non-transferrable, except due to the OPTIONEE's decease.

6.2 Each OPTION entitles its holder to purchase one SHARE by paying the strike price.

6.3 The strike price for the OPTIONS shall be the arithmetic mean of the market listing price of "*Banca Generali S.p.A. ordinary shares*" on the electronic share market (MTA) managed by Borsa Italiana S.p.A., as surveyed during the period from the option grant date to the same day of the previous solar month.

6.4 The granting of OPTIONS shall be considered closed effective the grant date.

6.5 The OPTIONS shall be granted to entitled OPTIONEES by 30 June 2011, provided that they remain bound by a standard agency agreement with the company and are not in a notice period at the grant date, without prejudice to the provisions of paragraphs 9.3 and 9.5 hereunder.

7. Terms for the exercise of options

7.1 Requests for the exercise of OPTIONS shall be submitted to the PLAN ENTITY.

7.2 The strike price shall be paid, without any additional commissions or expenses for the applicants, with a value date of the date of delivery of the SHARES.

7.3 The SHARES shall be delivered by the fifth business day after that on which the PLAN ENTITY receives the exercise request. BANCA GENERALI shall issue the SHARES by making them available to the entitled parties without any additional commissions and/or expenses for the applicants.

7.4 The submission of OPTION exercise requests shall be suspended each year during the period between the day on which the shareholders' meeting called to approve the financial statements of BANCA GENERALI is scheduled to meet and the date on which the meeting in question is actually held, both days included. If the shareholders' meeting has resolved to distribute a dividend, the period of suspension shall expire on the day after the ex-dividend date.

8. Exercise period

8.1 The right to exercise the OPTIONS falls to OPTIONEES who, when they submit their exercise request, belong to one of the categories set forth in paragraph 1.3, subparagraphs (a), (b) and (c);

8.2 The OPTIONEES may exercise their OPTIONS according to the following scheme:

- a maximum number corresponding to one-sixth of those granted beginning on 1 July 2011;
- a maximum number corresponding to an additional one-sixth of those granted beginning on 1 July 2012; and
- a maximum number corresponding to an additional one-sixth of those granted beginning on 1 July 2013; and
- a maximum number corresponding to an additional one-sixth of those granted beginning on 1 July 2014; and
- a maximum number corresponding to an additional one-sixth of those granted beginning on 1 July 2015; and
- the remaining one-sixth of the OPTIONS granted beginning on 1 July 2016.

9 Forfeiture and succession to rights

- 9.1 The OPTIONS granted may be exercised, in one or more instalments, in accordance with the provisions of the foregoing paragraph 8.2 and, in any event, must be exercised by 30 June 2017. OPTIONS not submitted for exercise within the terms shall be deprived of all rights, thereby becoming invalid for all intents and purposes.
- 9.2 If the relationship set forth in the foregoing paragraph 1.3 is terminated for any reason, or the associated notice period begins, the RECIPIENT shall forfeit, effective immediately, the right to be granted the OPTIONS, without prejudice to the provisions of paragraph 9.4 hereunder.
- 9.3 By way of exception to the provisions of the foregoing paragraph 9.2, in the event of the RECIPIENT's decease, or if the RECIPIENT begins to collect a pension for old age, length of service or disability, following discontinuation of service and the striking of his or her name from the register of financial advisors, after the term of the REFERENCE PERIOD and prior to granting, the RECIPIENT (or his or her successors in the event of decease) shall be granted the OPTIONS, provided the conditions set forth in the foregoing paragraph 5.2 have been met.
- 9.4 By way of exception to the foregoing paragraph 9.2, in the event of the decease of the OPTIONEE, or if the OPTIONEE begins to collect a pension for old age, length of service or disability, following discontinuation of service and the striking of his or her name from the register of financial advisors, the OPTIONEE (or his or her successors or assigns in the event of decease) may exercise the OPTIONS granted and already exercisable. The options must be exercised in accordance with the provisions of the foregoing paragraphs 8.2 and 9.1.
- 9.5. Where there are grounds for so doing, the DELEGATED ORGAN may make exceptions to the provisions of the foregoing paragraphs in the favour of a RECIPIENT or an OPTIONEE.

10 OPTIONEE's rights in the event of capital transactions by BANCA GENERALI

- 10.1 If BANCA GENERALI gives effect to capital transactions from the grant date to the furthest term in accordance with paragraph 9.1, the DELEGATED ORGAN shall propose that the Board of Directors amend the PLAN to ensure that the new situation is fair as compared to the original situation, where the following transactions are undertaken: (i) share splits and reverse share splits; (ii) increases in the Company's capital through bonus issues of new shares; (iii) increases in the Company's capital through a rights issue of new shares, including in service of convertible bonds, bonds cum warrants or warrants valid for the subscription thereof; (iv) mergers and de-mergers of the Company; (v) distributions of extraordinary share dividends; (vi) the occurrence of other conditions that so require.

11. Shares

- 11.1 The SHARES may be freely disposed of and are not subject to any restrictions.
- 11.2 They have the same dividend entitlement as "BANCA GENERALI ordinary shares" already outstanding at the exercise date of the OPTIONS and are traded with the coupon outstanding at said date.

12. Plan entity

- 12.1 The PLAN ENTITY shall carry out the procedures for the exercise of OPTIONS and the sale of SHARES.

13. Final Provisions

- 13.1. Ownership of OPTIONS shall entail full acceptance of all clauses of these RULES.
- 13.2 Any notices to be given to OPTIONEES under these RULES shall be given by registered mail to their offices or other indicated place of service. Operational notices may be given through electronic mail sent to the OPTIONEES' company electronic e-mail addresses.
- 13.3 The provisions for implementation and application of the RULES shall be set forth in specific instructions to be approved by the DELEGATED ORGAN.

14. Exclusive forum

14.1 BANCA GENERALI, the OPTIONEE and all parties that hold rights and/or are subject to obligations pursuant to or as a consequence of the RULES agree that any legal proceedings relating in any manner to the PLAN and/or RULES shall be subject to the exclusive competence of the Court of Trieste.

RULES FOR THE STOCK OPTION PLAN FOR RELATIONSHIP MANAGERS OF BANCA GENERALI S.P.A. FOR 2010

1. Definitions

In addition to the terms and expressions defined in other clauses of these Rules, the terms and expressions listed below shall be construed according to the meanings attributed to them hereunder for the purposes of these Rules:

- 1.1. **OPTIONEES:** parties entitled to a grant of **OPTIONS** under the **PLAN** in accordance with these **RULES**.
- 1.2. **SHARES:** ordinary shares of Banca Generali S.p.A., having a par value of € 1.00 each, to be issued by the Company in the service of this **PLAN**;
- 1.3. **RECIPIENTS:** Personnel that at 30 September 2009 is employed by Banca BSI Italia S.p.A. and has a role of Relationship Manager or coordination of Relationship Manager units;
- 1.4. **PLAN MANAGEMENT COMMITTEE:** the entity authorised by the Board of Directors of **BANCA GENERALI**, which is responsible for, inter alia, identifying the number of shares to be attributed to each **OPTIONEE**, verifying that objectives have been met, and determining all of the **PLAN**'s executive and implementation issues;
- 1.5. **DELEGATED ORGAN:** the **PLAN MANAGEMENT COMMITTEE**;
- 1.6. **REFERENCE PERIOD:** 2010, plus the fourth quarter of 2009, as limited to **NET INFLOWS** associated with the so-called "tax shield";
- 1.7. **BANCA GENERALI:** Banca Generali Società per Azioni, having its registered office in Trieste at Via Niccolò Machiavelli 4, tax code and registration number in the Trieste Register of Companies 00833240328, registered in the Bank Register at position number 5358, the parent company of the Banca Generali Banking Group, registered in the Banking Group Register, subject to management and coordination by Assicurazioni Generali S.p.A.;
- 1.8. **OPTIONS:** the option rights for the subscription of the **SHARES**;
- 1.9. **PLAN:** the Stock Option Plan, i.e. the granting of options to the **OPTIONEES** of **BANCA GENERALI** in relation to the **REFERENCE PERIOD**;
- 1.10. **RULES:** these Rules, approved by the Shareholders' Meeting of **BANCA GENERALI** by resolution
- 1.11. **PLAN ENTITY:** **BANCA GENERALI**;
- 1.12. **NET INFLOWS:** the difference between assets invested and divested by **CLIENTS** determined according to the criteria set by the **PLAN COMMITTEE**;
- 1.13. **BUSINESS DAYS:** weekdays from Monday to Friday, excluding any national holidays in Italy.

2. Purpose

- 2.1. The object of these **RULES** is to govern the **PLAN**.
- 2.2. Through the **PLAN**, **BANCA GENERALI** aims to pursue to following objectives:
 - 2.2.1 ensuring that the interests of its Relationship Managers and coordinators of Relationship Manager units remain aligned with those of its shareholders over the medium and long term;and

2.2.2 retaining the most promising Relationship Managers and coordinators of Relationship Manager units by allowing them to participate financially in the overall increase in the Group's value while also stimulating their productivity in the medium term.

3. Subject matter

- 3.1 The subject matter of the PLAN is the granting of OPTIONS to certain of the RECIPIENTS according to the terms set forth in the RULES.
- 3.2 The Board of Directors sets the OVERALL PERFORMANCE OBJECTIVES that BANCA GENERALI must achieve as a condition for the efficacy of the PLAN.
- 3.3 The PLAN COMMITTEE sets the INDIVIDUAL PERFORMANCE OBJECTIVES that each RECIPIENT must achieve as a further condition for the efficacy of the PLAN;
- 3.4 OVERALL OBJECTIVES: the achievement of overall net inflow objectives during the REFERENCE PERIOD, as established by the Board of Directors.
- 3.5 INDIVIDUAL OBJECTIVES: the achievement by each RECIPIENT of the individual NET INFLOW objectives during the REFERENCE PERIOD, as established by the PLAN COMMITTEE, in accordance with the OVERALL OBJECTIVES.

4. Recipients

- 4.1 The PLAN is intended for all of the RECIPIENTS defined in the foregoing paragraph 1.3;

5. Conditions and criteria for the granting of options

- 5.1 The granting of the OPTIONS is contingent upon the satisfaction of the conditions set forth in paragraph 5.2 hereunder. The exercise of the OPTIONS is contingent upon the lapse of the terms set forth in paragraph 8.2 hereunder.
- 5.2 all of the following conditions must be satisfied in order for the OPTIONS to be granted:
 - (d) the competent corporate body of BANCA GENERALI must pass a resolution authorising a share capital increase in service of the PLAN;
 - (e) it must be verified that the OVERALL OBJECTIVES have been achieved; and
 - (f) it must be verified that each individual RECIPIENT has achieved his or her INDIVIDUAL OBJECTIVES.

The Board of Directors of Banca Generali shall verify that the OVERALL OBJECTIVES have been achieved to sufficient degree during the session at which it discusses the results of the financial statements for 2010.

The DELEGATED ORGAN shall verify that the INDIVIDUAL OBJECTIVES have been achieved by each individual RECIPIENT to a sufficient degree by 15 May 2011.

Once it has been verified that the conditions set forth in the foregoing paragraph 5.2 have been satisfied, the PLAN COMMITTEE shall identify the RECIPIENTS, in accordance with the foregoing paragraph 5.2, to whom to grant the OPTIONS, taking account of the provisions of paragraph 5.6 hereunder.

Under no circumstances may the total number of OPTIONS to be granted exceed 200,000 (two hundred thousand). Accordingly, if the total amount of the OPTIONS to be granted exceeds said amount, the rights of each OPTIONEE shall be proportionally reduced so as to comply with said maximum amount.

Non-satisfaction of one or more of the conditions set forth in the foregoing paragraph 5.2 shall render it impossible to give effect to the PLAN.

6. The Options

- 6.1. The OPTIONS are personal and non-transferrable, except due to the OPTIONEE's decease.

- 6.2 Each OPTION entitles its holder to purchase one SHARE by paying the strike price.
- 6.3 The strike price for the OPTIONS shall be the arithmetic mean of the market listing price of “*Banca Generali S.p.A. ordinary shares*” on the electronic share market (MTA) managed by Borsa Italiana S.p.A., as surveyed during the period from the option grant date to the same day of the previous solar month.
- 6.4 The granting of OPTIONS shall be considered closed effective the grant date.
- 6.5 The OPTIONS shall be granted to entitled OPTIONEES by 30 June 2011, provided that they remain bound by a standard employee agreement with the company and are not in a notice period at the grant date, without prejudice to the provisions of paragraphs 9.3 and 9.4 hereunder.

7. Terms for the exercise of options

- 7.1 Requests for the exercise of OPTIONS shall be submitted to the PLAN ENTITY.
- 7.2 The strike price shall be paid, without any additional commissions or expenses for the applicants, with a value date of the date of delivery of the SHARES.
- 7.3 The SHARES shall be delivered by the fifth business day after that on which the PLAN ENTITY receives the exercise request. BANCA GENERALI shall issue the SHARES by making them available to the entitled parties without any additional commissions and/or expenses for the applicants.
- 7.4 The submission of OPTION exercise requests shall be suspended each year during the period between the day on which the shareholders’ meeting called to approve the financial statements of BANCA GENERALI is scheduled to meet and the date on which the meeting in question is actually held, both days included. If the shareholders’ meeting has resolved to distribute a dividend, the period of suspension shall expire on the day after the ex-dividend date.

8. Exercise period

- 8.1 the right to exercise the OPTIONS falls to OPTIONEES who, when they submit their exercise request, belong to the category set forth in paragraph 1.3;
- 8.2 The OPTIONEES may exercise their OPTIONS according to the following scheme:
 - a maximum number corresponding to one-sixth of those granted beginning on 1 July 2011;
 - a maximum number corresponding to an additional one-sixth of those granted beginning on 1 July 2012; and
 - a maximum number corresponding to an additional one-sixth of those granted beginning on 1 July 2013; and
 - a maximum number corresponding to an additional one-sixth of those granted beginning on 1 July 2014; and
 - a maximum number corresponding to an additional one-sixth of those granted beginning on 1 July 2015; and
 - the remaining one-sixth of the OPTIONS granted beginning on 1 July 2016.

9 Forfeiture and succession to rights

- 9.1. The OPTIONS granted may be exercised, in one or more instalments, in accordance with the provisions of the foregoing paragraph 8.2 and, in any event, must be exercised by 30 June 2017. OPTIONS not submitted for exercise within the terms shall be deprived of all rights, thereby becoming invalid for all intents and purposes.
- 9.2 If the relationship set forth in the foregoing paragraph 1.3 is terminated for any reason, or the associated notice period begins, the OPTIONEE shall forfeit, effective immediately, the right to be granted the OPTIONS, without prejudice to the provisions of paragraph 9.3 hereunder.
- 9.3 In departure from paragraph 9.2 above, in the case of the death of the OPTIONEE, or retirement by reason of old age, tenure or invalidity, or in the event the recipient ceases to engage in business, the OPTIONEE shall be entitled to exercise options that have been

assigned to him/her and that are already exercisable in accordance with paragraphs 8.2 and 9.1 above.

9.4. Where there are grounds for so doing, the DELEGATED ORGAN may make exceptions to the provisions of the foregoing paragraphs in the favour of a RECIPIENT or an OPTIONEE.

10 OPTIONEE's rights in the event of capital transactions by BANCA GENERALI

10.1 If BANCA GENERALI gives effect to capital transactions from the grant date to the furthest term in accordance with paragraph 9.1, the DELEGATED ORGAN shall propose that the Board of Directors amend the PLAN to ensure that the new situation is fair as compared to the original situation, where the following transactions are undertaken: (i) share splits and reverse share splits; (ii) increases in the Company's capital through bonus issues of new shares; (iii) increases in the Company's capital through a rights issue of new shares, including in service of convertible bonds, bonds cum warrants or warrants valid for the subscription thereof; (iv) mergers and de-mergers of the Company; (v) distributions of extraordinary share dividends; (vi) the occurrence of other conditions that so require.

11. Shares

11.1 The SHARES may be freely disposed of and are not subject to any restrictions.

11.2 They have the same dividend entitlement as "BANCA GENERALI ordinary shares" already outstanding at the exercise date of the OPTIONS and are traded with the coupon outstanding at said date.

12. Plan entity

12.1 The PLAN ENTITY shall carry out the procedures for the exercise of OPTIONS and the sale of SHARES.

13. Final Provisions

13.1. Ownership of OPTIONS shall entail full acceptance of all clauses of these RULES.

13.2 Any notices to be given to OPTIONEES under these RULES shall be given by registered mail to their offices or other indicated place of service. Operational notices may be given through electronic mail sent to the OPTIONEES' company electronic e-mail addresses.

13.3 The provisions for implementation and application of the RULES shall be set forth in specific instructions to be approved by the DELEGATED ORGAN.

14. Exclusive forum

14.1 BANCA GENERALI, the OPTIONEE and all parties that hold rights and/or are subject to obligations pursuant to or as a consequence of the RULES agree that any legal proceedings relating in any manner to the PLAN and/or RULES shall be subject to the exclusive competence of the Court of Trieste.

RULES FOR THE STOCK OPTION PLAN FOR BANCA GENERALI GROUP S.P.A. EMPLOYEES

1. Definitions

In addition to the terms and expressions defined in other clauses of these Rules, the terms and expressions listed below shall be construed according to the meanings attributed to them hereunder for the purposes of these Rules:

- 1.1. **OPTIONEES:** parties entitled to a grant of **OPTIONS** under the **PLAN** in accordance with these **RULES**.
- 1.2. **SHARES:** ordinary shares of Banca Generali S.p.A., having a par value of € 1.00 each, to be issued by the Company in the service of this **PLAN**;
- 1.3. **RECIPIENTS:** Personnel that at the granting date of **OPTIONS** is employed by companies of the **BANCA GENERALI** group, chosen by the **DELEGATED ORGAN** pursuant to paragraph 3.5 below;
- 1.4. **DELEGATED ORGAN:** the **PLAN MANAGEMENT COMMITTEE**;
- 1.5. **PLAN MANAGEMENT COMMITTEE:** the entity authorised by the Board of Directors of **BANCA GENERALI**, which is responsible for, inter alia, identifying the number of shares to be attributed to each **OPTIONEE** and verifying that objectives have been met;
- 1.6. **REFERENCE PERIOD:** the financial year during which the Banca Generali shares will be admitted for trading on the electronic share market organised and managed by Borsa Italiana S.p.A.
- 1.7. **BANCA GENERALI:** Banca Generali Società per Azioni, having its registered office in Trieste at Via Niccolò Machiavelli 4, tax code and registration number in the Trieste Register of Companies 00833240328, registered in the Bank Register at position number 5358, the parent company of the Banca Generali Banking Group, registered in the Banking Group Register, subject to management and coordination by Assicurazioni Generali S.p.A.;
- 1.8. **OPTIONS:** the option rights for the subscription of the **SHARES**;
- 1.9. **PLAN:** the Plan for the granting of options to the **OPTIONEES** of **BANCA GENERALI** in relation to the **REFERENCE PERIOD**;
- 1.10. **RULES:** these Rules, approved by the Board of Directors of **BANCA GENERALI** by resolution dated 24 May 2006;
- 1.11. **PLAN ENTITY:** **BANCA GENERALI**;
- 1.12. **NET INFLOWS:** the difference between assets invested and divested by **CLIENTS** determined according to the criteria set by the **PLAN COMMITTEE**;
- 1.13. **APPLICABLE PRODUCTS AND SERVICES:** those to be identified by the **DELEGATED ORGAN**;
- 1.14. **BUSINESS DAYS:** weekdays from Monday to Friday, excluding any national holidays in Italy.

2. Purpose

- 2.1. The object of these **RULES** is to govern the **PLAN**.
- 2.2. Through the **PLAN**, **BANCA GENERALI** aims to pursue to following objectives:
 - 2.2.1. Involving even more directly the **RECIPIENTS** in the increase in value of the **BANCA GENERALI** group,
 - 2.2.2. focusing the attention of **RECIPIENTS** on results that guarantee the strategic development of the **BANCA GENERALI** group in the medium and long term,
 - 2.2.3. Increasing retention of the **RECIPIENTS**, by motivating them to remain in the Company's employ;
 - 2.2.4. boosting their sense of belonging to the **BANCA GENERALI** group.

3. Subject matter

- 3.1. The subject matter of the PLAN is the granting of OPTIONS to certain of the RECIPIENTS according to the terms set forth in the RULES.
- 3.2 The Board of Directors sets the OVERALL PERFORMANCE OBJECTIVES that BANCA GENERALI must achieve as a condition for the efficacy of the PLAN.

4. Recipients

- 4.1 The PLAN is targeted to all the RECIPIENTS;
- 4.2 The choice of RECIPIENTS will be made based on a discretionary judgement that will be take into account the following valuation criteria referred to individual RECIPIENTS, with a view to pursuing the PLAN objectives set in paragraph 2.2:
 - 4.2.1 Strategic importance and crucial nature of the role
 - 4.2.2 position held in the organisational structure
 - 4.2.3 impact of the role on company results,
 - 4.2.4 difficulty in finding replacements for the recipient on the labour market
 - 4.2.5 Innovative content of the role.
 - 4.2.6 Only with reference to group D, achievement of the predetermined NET INFLOW objectives.
- 4.3 The exercise of the OPTIONS is contingent upon the lapse of the terms set forth in paragraph 8.2 of the Rules.

5. Conditions and criteria for the granting of options

- 5.1 The granting of the OPTIONS is contingent upon the satisfaction of the conditions set forth in paragraph 5.2 hereunder. The exercise of the OPTIONS is contingent upon the lapse of the terms set forth in paragraph 7.1 hereunder.
- 5.2 All of the following conditions must be satisfied in order for the OPTIONS to be granted:
 - (a) Admission to trading of BANCA GENERALI shares on the electronic share market organised and managed by Borsa Italiana S.p.A.;
 - (b) the competent corporate body of BANCA GENERALI must pass a resolution authorising a divisible share capital increase, of which a part in service of the stock option PLAN;
 - (c) it must be verified that BANCA GENERALI has achieved his or her OVERALL OBJECTIVES.
- 5.3 It must be verified by the Board of Directors of Banca Generali that the OVERALL OBJECTIVES of BANCA GENERALI has been sufficiently achieved;
- 5.4 After verifying that the conditions envisaged by paragraph 5.2 above have been met, the DELEGATED ORGAN shall identify among the RECIPIENTS, those who are entitled to the final granting of options, pursuant to paragraph 5.2 above;
- 5.5 Without prejudice to the provisions of paragraph 5.2., and taking account of the provisions of paragraph 5.8 below, the DELEGATED ORGAN divided in 4 (four) groups, based on criteria that take into account the different levels of responsibility, the contribution to the company's earnings results, and the position within the company organisation to which they belong. Each group corresponds to a predetermined number of options.
- 5.6 The DELEGATED ORGAN assigns to each RECIPIENT of group A, B, C an individual coefficient, determined on the basis of the importance and/or crucial nature of his or her role, skills, results, age, work experience and individual potential.
- 5.7 The DELEGATED ORGAN assigns to each RECIPIENT of group D an individual coefficient, determined on the basis of the criteria established by paragraph 5.6 above and the NET INFLOWS objective assigned.
- 5.8 Individual coefficients are range between 1.5 (one point five) and 0.5 (nought point five). In exceptional circumstances and for by peculiar reasons, higher coefficients may be applied, but in no case shall they exceed 2.5 (two point five).
- 5.9 The number of OPTIONS to which each OPTIONEE is entitled is given by the number of options associated to the group in which the OPTIONEE is included and the individual

coefficient assigned to him/her; the result is rounded to the nearest lower or higher unit. If the result is exactly half of the unit, it will be rounded to the higher unit.

5.10 Non-satisfaction of the conditions set forth in the foregoing paragraph 4.2 shall render it impossible to give effect to the PLAN.

6. The Options

6.1. The OPTIONS are personal and non-transferrable, except due to the OPTIONEE's decease.

6.2 Each OPTION entitles its holder to purchase one SHARE by paying the strike price.

6.3 The strike price for the OPTIONS shall be the arithmetic mean of the market listing price of "*Banca Generali S.p.A. ordinary shares*" on the electronic share market (MTA) managed by Borsa Italiana S.p.A., as surveyed during the period from the option grant date to the same day of the previous solar month.

6.4 The granting of OPTIONS shall be considered closed effective the GRANT DATE.

7. Terms for the exercise of options

7.1 Requests for the exercise of OPTIONS shall be submitted to the PLAN ENTITY.

7.2 The strike price shall be paid, without any additional commissions or expenses for the applicants, with a value date of the date of delivery of the SHARES.

7.3 The SHARES shall be delivered by the fifth business day after that on which the PLAN ENTITY receives the exercise request. BANCA GENERALI shall issue the SHARES by making them available to the entitled parties without any additional commissions and/or expenses for the applicants.

7.4 The submission of OPTION exercise requests shall be suspended each year during the period between the day on which the shareholders' meeting called to approve the financial statements of BANCA GENERALI is scheduled to meet and the date on which the meeting in question is actually held, both days included. If the shareholders' meeting has resolved to distribute a dividend, the period of suspension shall expire on the day after the ex-dividend date.

7.5 RECIPIENTS of the Plan shall be bound to reinvest at least 50% of the gains generated through any disposal of the SHARES acquired by virtue of exercise of stock OPTIONS, in ordinary shares in Banca Generali S.p.A., and to hold the said investment in the latter company for at least twelve months following the date on which it was made. The purchases are made by the PLAN ENTITY on the same day when it receives the exercise order.

8. Exercise period

8.1 the right to exercise the OPTIONS falls to OPTIONEES who, when they submit their exercise request, belong to the category set forth in paragraph 1.3;

8.2 The OPTIONEES may exercise their OPTIONS only 3 (three) years after the grant date.

9 Unspecified

9.1 The OPTIONS assigned may be exercise, in one or more tranches, within 6 (six) years from the starting day of the exercise period, as established by paragraph 8.2 above; OPTIONS not submitted for exercise within the terms shall be deprived of all rights, thereby becoming invalid for all intents and purposes.

9.2 If the relationship set forth in the foregoing paragraph 1.3 is terminated for any reason, or the associated notice period begins, the OPTIONEE shall forfeit, effective immediately, the right to be granted the OPTIONS, without prejudice to the provisions of paragraph 9.3 hereunder.

9.3 In departure from paragraph 9.2 above, in the case of the death of the OPTIONEE, or retirement by reason of old age, tenure or invalidity, or in the event the recipient ceases to engage in business, the OPTIONEE shall be entitled to exercise options that have been assigned to him/her and that are already exercisable in accordance with paragraphs 8.2 and 9.1 above.

- 9.4 In the event of decease, the OPTIONEE's heirs may exercise the options that have been assigned to the him/her and are already exercisable, in accordance with paragraphs 8.2 and 9.1 above;
- 9.5. Where there are grounds for so doing, the DELEGATED ORGAN may make exceptions to the provisions of the foregoing paragraphs in the favour of a OPTIONEE.

10 OPTIONEE's rights in the event of capital transactions by BANCA GENERALI

- 10.1 If BANCA GENERALI gives effect to capital transactions from the grant date to the furthest term in accordance with paragraph 9.1, the DELEGATED ORGAN shall propose that the Board of Directors amend the PLAN to ensure that the new situation is fair as compared to the original situation, where the following transactions are undertaken: (i) share splits and reverse share splits; (ii) increases in the Company's capital through bonus issues of new shares; (iii) increases in the Company's capital through a rights issue of new shares, including in service of convertible bonds, bonds cum warrants or warrants valid for the subscription thereof; (iv) mergers and de-mergers of the Company; (v) distributions of extraordinary share dividends; (vi) the occurrence of other conditions that so require.

11. Shares

- 11.1 The SHARES may be freely disposed of and are not subject to any restrictions, apart from the provisions of paragraph 7.5 above.
- 11.2 They have the same dividend entitlement as "BANCA GENERALI ordinary shares" already outstanding at the exercise date of the OPTIONS and are traded with the coupon outstanding at said date.

12. Plan entity

- 12.1 The PLAN ENTITY shall carry out the procedures for the exercise of OPTIONS and the sale of SHARES.

13. Final Provisions

- 13.1 Ownership of OPTIONS shall entail full acceptance of all clauses of these RULES.
- 13.2 Any notices to be given to OPTIONEES under these RULES shall be given by registered mail to their offices or other indicated place of service.
- 13.3 The provisions for implementation of the RULES shall be set forth in specific instructions to be approved by the DELEGATED ORGAN.

14. Exclusive forum

- 14.1 BANCA GENERALI, the OPTIONEE and all parties that hold rights and/or are subject to obligations pursuant to or as a consequence of the RULES agree that any legal proceedings relating in any manner to the PLAN and/or RULES shall be subject to the exclusive competence of the Court of Trieste.

RULES FOR THE STOCK OPTION PLAN FOR THE FINANCIAL ADVISORS AND NETWORK MANAGERS OF BANCA GENERALI S.p.A. FOR THE THREE-YEAR PERIOD 2005-2007

1. Definitions

In addition to the terms and expressions defined in other clauses of these Rules, the terms and expressions listed below shall be construed according to the meanings attributed to them hereunder for the purposes of these Rules:

- 1.1 **OPTIONEES:** parties entitled to a grant of **OPTIONS** under the **PLAN** in accordance with these **RULES**.
- 1.2 **SHARES:** ordinary shares of Banca Generali S.p.A., having a par value of € 1.00 each, to be issued by the Company in the service of this **PLAN**;
- 1.3 **RECIPIENTS:**
- (a) all **BANCA GENERALI** financial advisors at 28 February 2005 who are parties to a standard agency agreement with the Company and have not been given notice, and who at such date have signed an agency contract with **BANCA GENERALI**, excluding managers and financial advisors as described in this paragraph 1.3, letters (c) and (d);
 - (b) Financial Advisors who will serve Banca Generali Group structures as of 28 February 2005 pursuant to a proper agency agreement, and continue to do so through to the expiry of the **REFERENCE PERIOD**, save for those serving under notice of termination at such latter date and not beneficiaries of incoming incentive plans;
 - (c) network managers to whom **BANCA GENERALI** conferred a specific additional appointment as Sales Managers and Business Managers, effective 1 January 2005 and by 30 June 2006, provided that such additional appointment has not been revoked and is still in effect upon the termination of the **REFERENCE PERIOD** and that they are not beneficiaries of incoming incentive plans. If the auxiliary engagement is terminated prior to the termination of the **REFERENCE PERIOD**, the **RECIPIENT** shall participate in the plan as a financial advisor;
 - (d) network managers and financial advisors who are recipients of the **STOCK GRANT PLAN** are not **RECIPIENTS** of the present **PLAN**, unless they choose to participate in this **PLAN** and forfeit their rights related to the **STOCK GRANT PLAN**;
- 1.4 **STOCK GRANT PLAN:** the stock grant plan involving Banca Generali shares, approved by the Board of Directors of the merged company Prime Consult SIM S.p.A. on 13 June 2001 and authorised and amended by the Board of Directors of Banca Generali on 12 October 2004;
- 1.5 **PLAN MANAGEMENT COMMITTEE:** the entity authorised by the Board of Directors of **BANCA GENERALI**, which is responsible for, inter alia, identifying the number of shares to be attributed to each **OPTIONEE**, verifying that objectives have been met, and determining all of the **PLAN**'s executive and implementation issues;
- 1.6 **DELEGATED ORGAN:** the **PLAN MANAGEMENT COMMITTEE**;
- 1.7 **REFERENCE PERIOD:** financial years 2005, 2006 and 2007.
- 1.8 **BANCA GENERALI:** Banca Generali Società per Azioni, having its registered office in Trieste at Via Niccolò Machiavelli 4, tax code and registration number in the Trieste Register of Companies 00833240328, registered in the Bank Register at position number 5358, the parent company of the Banca Generali Banking Group, registered in the Banking Group Register, subject to management and coordination by Assicurazioni Generali S.p.A.;
- 1.9 **OPTIONS:** the option rights for the subscription of the **SHARES**;
- 1.10 **PLAN:** the Stock Option Plan, i.e. the granting of options to the **OPTIONEES** of **BANCA GENERALI** in relation to the **REFERENCE PERIOD**;

- 1.11 RULES: these Rules, approved by the Board of Directors of BANCA GENERALI by resolution dated 24 May 2006;
- 1.12 PLAN ENTITY: BANCA GENERALI;
- 1.13 ASSIGNMENT PACKAGE: The number of OPTIONS deriving from the value of the UNDERLYING to which each OPTIONEE is entitled, obtained by dividing the UNDERLYING value by the strike price;
- 1.14 UNDERLYING: rappresenta il controvalore delle AZIONI, per l'acquisto delle quali vengono assegnate le OPZIONI, spettante a ciascun DESTINATARIO e determinato dall' ORGANO DELEGATO in funzione (i) della raccolta netta realizzata nel PERIODO DI RIFERIMENTO e, (ii) per i DESTINATARI di cui al precedente paragrafo 1.3 sub (a) e sub (b), del valore di patrimonio riferito ai clienti assegnati.
- 1.15 NET INFLOWS: the difference between assets invested and divested by CLIENTS determined according to the criteria set by the PLAN COMMITTEE;
- 1.16 APPLICABLE PRODUCTS AND SERVICES: those to be identified by the DELEGATED ORGAN;
- 1.17 BUSINESS DAYS: weekdays from Monday to Friday, excluding any national holidays in Italy.

2. Purpose

- 2.1. The object of these RULES is to govern the PLAN.
- 2.2. Through the PLAN, BANCA GENERALI aims to pursue to following objectives:
- 2.2.1 ensuring that the interests of its financial advisors and network managers remain aligned with those of its shareholders over the medium and long term; and
- 2.2.2 retaining the most promising network managers and financial advisors by allowing them to participate financially in the overall increase in the company's value while also stimulating their productivity in the medium term.

3. Subject matter

- 3.1. The subject matter of the PLAN is the granting of OPTIONS to certain of the RECIPIENTS according to the terms set forth in the RULES.
- 3.2 The Board of Directors sets the OVERALL PERFORMANCE OBJECTIVES that BANCA GENERALI must achieve as a condition for the efficacy of the PLAN.
- 3.3 The PLAN COMMITTEE sets the INDIVIDUAL PERFORMANCE OBJECTIVES that each RECIPIENT must achieve as a further condition for the efficacy of the PLAN;
- 3.4 OVERALL OBJECTIVES: the achievement of OVERALL net inflow objectives during the REFERENCE PERIOD, as established by the Board of Directors.
- 3.5 INDIVIDUAL OBJECTIVES: the achievement by each RECIPIENT of the individual NET INFLOW objectives during the REFERENCE PERIOD, as established by the PLAN COMMITTEE, in accordance with the OVERALL OBJECTIVES.

4. Recipients

The PLAN is intended for all of the RECIPIENTS defined in the foregoing paragraph 1.3.

5. Conditions and criteria for the granting of options

- 5.1 The granting of the OPTIONS is contingent upon the satisfaction of the conditions set forth in paragraph 5.2 hereunder. The exercise of the OPTIONS is contingent upon the lapse of the terms set forth in paragraph 8.2 hereunder.
- 5.2 All of the following conditions must be satisfied in order for the OPTIONS to be granted:
- (a) Admission to trading of BANCA GENERALI shares on the electronic share market organised and managed by Borsa Italiana S.p.A.;
 - (b) the competent corporate body of BANCA GENERALI must pass a resolution authorising a divisible share capital increase, of which a part in service of the PLAN;
 - (c) it must be verified that the COLLECTIVE OBJECTIVES have been achieved; and
 - (d) it must be verified that each individual RECIPIENT has achieved his or her INDIVIDUAL OBJECTIVES.
- 5.3 It must be verified by the Board of Directors that the OVERALL OBJECTIVES of BANCA GENERALI has been sufficiently achieved; such verification must take place by 31 March 2008.
- 5.4 The DELEGATED ORGAN shall verify that the INDIVIDUAL OBJECTIVES have been achieved by each individual RECIPIENT to a sufficient degree by March 31, 2008.
- 5.5 Once it has been verified that the conditions set forth in the foregoing paragraph 5.2 have been satisfied, the PLAN COMMITTEE shall determine the GRANT PACKAGE to which each OPTIONEE who has been found to be definitively eligible is entitled, in accordance with the provisions of the foregoing paragraph 5.6;
- 5.6 Under no circumstances may the total number of the OPTIONS to be granted exceed 4% (four percent) of the amount of share capital authorised by BANCA GENERALI at the time of the grant. Accordingly, if the total amount of the OPTIONS to be granted exceeds 4% (four percent) of the share capital of BANCA GENERALI, the rights of each OPTIONEE shall be proportionally reduced so as to comply with said maximum percentage of share capital;
- 5.7 Non-satisfaction of one or more of the conditions set forth in the foregoing paragraph 5.2 shall render it impossible to give effect to the PLAN.

6. The Options

- 6.1. The OPTIONS are personal and non-transferrable, except due to the OPTIONEE's decease.
- 6.2 Each OPTION entitles its holder to purchase one SHARE by paying the strike price.
- 6.3 The strike price for the OPTIONS shall be the arithmetic mean of the market listing price of "*Banca Generali S.p.A. ordinary shares*" on the electronic share market (MTA) managed by Borsa Italiana S.p.A., as surveyed during the period from the option grant date to the same day of the previous solar month.
- 6.4 The granting of OPTIONS shall be considered closed effective the grant date.
- 6.5 The OPTIONS shall be granted to entitled OPTIONEES by 31 March 2008 if BANCA GENERALI is listed on a regulated market by 31 December 2007, or within 60 days from the listing on a regulated market of BANCA GENERALI if such listing occurs after 31 December 2007, provided that such listing occurs no later than 31 December 2012. Grant entitlement shall be forfeited after said date, unless extended.

7. Terms for the exercise of options

- 7.1 Requests for the exercise of OPTIONS shall be submitted to the PLAN ENTITY.
- 7.2 The strike price shall be paid, without any additional commissions or expenses for the applicants, with a value date of the date of delivery of the SHARES.
- 7.3 The SHARES shall be delivered by the fifth business day after that on which the PLAN ENTITY receives the exercise request. BANCA GENERALI shall issue the SHARES by

making them available to the entitled parties without any additional commissions and/or expenses for the applicants.

- 7.4 The submission of OPTION exercise requests shall be suspended each year during the period between the day on which the shareholders' meeting called to approve the financial statements of BANCA GENERALI is scheduled to meet and the date on which the meeting in question is actually held, both days included. If the shareholders' meeting has resolved to distribute a dividend, the period of suspension shall expire on the day after the ex-dividend date.
- 7.5 RECIPIENTS of the Plan shall be bound to reinvest at least 50% of the gains generated through any disposal of the SHARES acquired by virtue of exercise of stock OPTIONS, in ordinary shares in Banca Generali S.p.A., and to hold the said investment in the latter company for at least twelve months following the date on which it was made. The purchases are made by the PLAN ENTITY on the same day when it receives the exercise order.

8. Exercise period

- 8.1 The right to exercise the OPTIONS falls to OPTIONEES who, when they submit their exercise request, belong to one of the categories set forth in paragraph 1.3, subparagraphs (a), (b) and (c);
- 8.2 RECIPIENTS may exercise up to no more than one third of the total number of the stock OPTIONS assigned to them, upon expiry of 10 (ten) months following the date on which the stock option award is finalised upon satisfaction of the last condition precedent, and up to no more than a further third of the total number of the stock OPTIONS assigned to them, upon expiry of 20 (twenty) months following the date on which the stock option award is finalised upon satisfaction of the last condition precedent and the remaining third of their assigned stock options, upon expiry of 30 (thirty) months following the date on which the stock option award is finalised upon satisfaction of the last condition precedent.

9 Forfeiture and succession to rights

- 9.1. Granted OPTIONS may be exercised in one or more tranches, in accordance with the provisions of the foregoing paragraph 8.2 and no later than 42 months from the 30th month from the date on which it is determined that the final condition has been satisfied and the grant thus becomes definitive. OPTIONS not presented for exercise within the terms shall be deprived of all rights and thus be considered invalid for all intents and purposes.
- 9.2 If the relationship set forth in the foregoing paragraph 1.3 is terminated for any reason, or the associated notice period begins, the RECIPIENT shall forfeit, effective immediately, the right to be granted the OPTIONS, without prejudice to the provisions of paragraph 9.4 hereunder.
- 9.3 By way of exception to the provisions of the foregoing paragraph 9.2, in the event of the RECIPIENT's decease, or if the RECIPIENT begins to collect a pension for old age, length of service or disability, following discontinuation of service and the striking of his or her name from the register of financial advisors, after the term of the REFERENCE PERIOD and prior to granting, the RECIPIENT (or his or her successors in the event of decease) shall be granted the OPTIONS, provided the conditions set forth in the foregoing paragraph 5.2 have been met.
- 9.4 By way of exception to the foregoing paragraph 9.2, in the event of the decease of the OPTIONEE, or if the OPTIONEE begins to collect a pension for old age, length of service or disability, following discontinuation of service and the striking of his or her name from the register of financial advisors, the OPTIONEE (or his or her successors or assigns in the event of decease) may exercise the OPTIONS granted and already exercisable. The options must be exercised in accordance with the provisions of the foregoing paragraphs 8.2 and 9.1.
- 9.5. Where there are grounds for so doing, the DELEGATED ORGAN may make exceptions to the provisions of the foregoing paragraphs in the favour of a RECIPIENT or an OPTIONEE.

11 OPTIONEE's rights in the event of capital transactions by BANCA GENERALI

12.1 If BANCA GENERALI gives effect to capital transactions from the grant date to the furthest term in accordance with paragraph 9.1, the DELEGATED ORGAN shall propose that the Board of Directors amend the PLAN to ensure that the new situation is fair as compared to the original situation, where the following transactions are undertaken: (i) share splits and reverse share splits; (ii) increases in the Company's capital through bonus issues of new shares; (iii) increases in the Company's capital through a rights issue of new shares, including in service of convertible bonds, bonds cum warrants or warrants valid for the subscription thereof; (iv) mergers and de-mergers of the Company; (v) distributions of extraordinary share dividends; (vi) the occurrence of other conditions that so require.

11. Shares

11.1 The SHARES may be freely disposed of and are not subject to any restrictions, apart from the provisions of paragraph 7.5 above.

11.2 They have the same dividend entitlement as "BANCA GENERALI ordinary shares" already outstanding at the exercise date of the OPTIONS and are traded with the coupon outstanding at said date.

12 Limits on the circulation of SHARES

12.1 BANCA GENERALI and the controlling shareholder thereof reserve the right (up to the limits imposed under sections 2357 et seq. of the Italian Civil Code) to purchase, at the market price, and upon simple request, the SHARES subscribed by OPTIONEES and not yet disposed of by the same; this right may be exercised as from the first day of the 71st (seventy-first) month from the date on which it is determined that the final condition has been satisfied and the grant thus becomes definitive until the last day of the 72nd (seventy-second) month from the date on which it is determined that the final condition has been met and the grant thus becomes definitive.

13. Plan entity

13.1 The PLAN ENTITY shall carry out the procedures for the exercise of OPTIONS and the sale of SHARES.

14. Final Provisions

14.1. Ownership of OPTIONS shall entail full acceptance of all clauses of these RULES.

14.2 Any notices to be given to OPTIONEES under these RULES shall be given by registered mail to their offices or other indicated place of service.

14.3 The provisions for implementation and application of the RULES shall be set forth in specific instructions to be approved by the DELEGATED ORGAN.

15. Exclusive forum

15.1 BANCA GENERALI, the OPTIONEE and all parties that hold rights and/or are subject to obligations pursuant to or as a consequence of the RULES agree that any legal proceedings relating in any manner to the PLAN and/or RULES shall be subject to the exclusive competence of the Court of Trieste.

Extraordinary Session

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

A divisible capital increase, not subject to a rights offering, within the meaning of Article 2441, paragraphs 5 and 8 of the Italian Civil Code, in an amount not exceeding € 2,500,000.00 (two million, five hundred thousand), through the issue of no more than 2,500,000 (two million, five hundred thousand) ordinary shares with a par value of € 1.00 (one) each, to cover the new stock option plans; related amendment of Article 5 of the Articles of Association.

Change of the deadline for the completion of the capital increase approved by the Extraordinary Shareholders' Meeting on 18 July 2006, covering the stock option plans approved by the Board of Directors on 24 May 2006, reflecting the changes in the exercise period of the aforesaid plans; related amendment of Article 5 of the Articles of Association.

Shareholders,

We have convened an extraordinary shareholders' meeting in order to submit for your review: (i) a proposal to change the deadline for the execution of the resolution authorising a share capital increase passed on 18 July 2006 (and the ensuing amendment of Article 5 of the Articles of Association) and (ii) a proposal to increase share capital, not subject to a rights offering, and the ensuing amendment to the Articles of Association illustrated hereunder.

In connection with item (i), it should be noted that, in order to give full effect to the three-year extension – submitted for your approval in the ordinary session – of the exercise period for the options to subscribe to Banca Generali ordinary shares granted under both the Stock Option Plan for the managers of Banca Generali Group companies and the Stock Option Plan for the financial advisors, area managers and business managers of Banca Generali and the merged Banca BSI Italia, which Plans were approved by the Company's Board of Directors (the corporate body competent in this area at the time) on 24 May 2006 – the resolution authorising a share capital increase passed by the Shareholders' Meeting on 18 July 2006 must be amended accordingly by changing the

final deadline for the execution of the share capital increase and modifying the provisions of paragraph 5, Article 5, of the Articles of Association accordingly.

In connection with item (ii), it should be noted that in order to give full effect to the Stock Option Plan for the financial advisors and network managers of Banca Generali S.p.A. for 2010 and the Stock Option Plan for the Relationship Managers of the Private Banking Division of Banca Generali S.p.A. for 2010 (hereinafter the "Plans") – submitted for your approval in the ordinary session – it is necessary to approve, pursuant to Article 2441, paragraphs 5 and 8 of the Italian Civil Code, a divisible increase in the Company's share capital by an amount equal to the maximum number of options that may be granted under the above-mentioned Plans, and thus in a maximum nominal amount of € 2,500,000.00, through the issue of a maximum number of 2,500,000 ordinary shares having a par value of € 1.00 each, broken down as follows:

- (a) an issue in the maximum nominal amount of € 2,300,000.00, represented by a maximum number of 2,300,000 ordinary shares of a nominal value of € 1.00 each, with specific exclusion of the option rights afforded to shareholders pursuant to section 2441, paragraph 5, of the Italian Civil Code, so as to cover the "Stock Option Plan for Banca Generali S.p.A.'s Financial Advisors and Network Managers for 2010", reserved for the financial advisors and private bankers of Banca Generali Group, all of the above in one or more tranches, with the last being effected no later than 30 June 2017;
- (b) an issue in the maximum nominal amount of € 200,000.00, represented by a maximum number of 200,000 ordinary shares of a nominal value of € 1.00 each, with specific exclusion of option rights afforded to shareholders pursuant to section 2441, paragraph 8, of the Italian Civil Code, so as to cover the Stock Option Plan for Banca Generali S.p.A. Employees for 2010", reserved for Banca Generali employed relationship managers and their coordinators, all of the above in one or more tranches, with the last being effected no later than 30 June 2017.

It should be noted that the increase shall thus be conducted without a rights offering pursuant to Article 2441, paragraphs 5 and 8, of the Italian Civil Code, respectively. The grounds for the exclusion of a rights offering pursuant to paragraph 5 of Article 2441 of the Italian Civil Code (applicable to part of the share capital increase in service of the Stock Option Plan for the financial advisors and private bankers of Banca Generali) lie in your Company's interest in keeping the interests of distribution networks aligned with those of its shareholders and in ensuring the retention of its most promising exponents by involving them financially in the growth of overall company value, while also stimulating their

productivity in the medium term. This is believed to correspond with your Company's strong interest in preserving its relationships with its financial advisors and, accordingly, with the assets attributable to them, as well as in benefiting from the revenue associated with an increase in activity that it is hoped will be encouraged by the Stock Option Plans for financial advisors.

It is proposed that the issue price, i.e. the strike price of the options, be determined to be "the arithmetic mean of the market listing prices of ordinary shares of Banca Generali S.p.A. on the electronic share market managed by Borsa Italiana S.p.A. surveyed during the period from the option grant date to the same date of the previous solar month." This method, which is compliant with consolidated market practice, regardless of tax consequences, is believed to be fair in that it refers to average market values.

In connection with all of the foregoing, you have been called to today's meeting to resolve upon:

- a divisible share capital increase, pursuant to Article 2441, paragraphs 5 and 8 of the Italian Civil Code, of a further maximum € 2,500,000.00 through the issue of a maximum number of 2,500,000.00 new ordinary shares of a par value of € 1.00 each, broken down as follows:
 - (a) an issue in the maximum nominal amount of € 2,300,000.00, represented by a maximum number of 2,300,000 ordinary shares of a nominal value of € 1.00 each, with specific exclusion of the option rights afforded to shareholders pursuant to section 2441, paragraph 5, of the Italian Civil Code, so as to cover the "Stock Option Plan for Banca Generali S.p.A.'s Financial Advisors and Network Managers for 2010", reserved for the financial advisors and private bankers of Banca Generali Group, all of the above in one or more tranches, with the last being effected no later than 30 June 2017;
 - (b) an issue in the maximum nominal amount of € 200,000.00, represented by a maximum number of 200,000 ordinary shares of a nominal value of € 1.00 each, with specific exclusion of option rights afforded to shareholders pursuant to section 2441, paragraph 8, of the Italian Civil Code, so as to cover the Stock Option Plan for Banca Generali S.p.A. Employees for 2010", reserved for Banca Generali employed relationship managers and their coordinators, all of the above in one or more tranches, with the last being effected no later than 30 June 2017.
- to determine that the share capital increase shall be executed as follows:

- (a) a maximum of 2,500,000.00 ordinary shares having a par value of € 1.00 each shall be issued at an issue price equal to the arithmetic mean of the market listing prices of ordinary shares of Banca Generali S.p.A. on the electronic share market managed Borsa Italiana S.p.A. (MTA), surveyed during the period from the option grant date to the same date of the previous solar month;
- (b) the newly issued shares shall be allocated as follows:
 - (i) up to a nominal amount of € 2,300,000.00, available for and in the service of the "Stock Option Plan for the financial advisors and network managers of Banca Generali S.p.A. for 2010"; and
 - (ii) up to a nominal amount of € 200,000.00, available for and in the service of the "Stock Option Plan for the relationship managers of Banca Generali S.p.A. for 2010";
- (c) all newly issued shares shall have regular dividend entitlement;
- (d) to set 30 June 2017 as the final deadline for the execution of the approved increase, determining that if the increase has not been fully subscribed for by said date, the shares capital shall be considered increased by an amount equal to the subscriptions received;
- to render the ability to execute the resolution authorising the reserved capital increase contingent upon all those events that constitute conditions for the efficacy or validity of said resolution;
- to amend Article 5 of the Articles of Association accordingly.

In connection with the authorisation process for the proposed matters, it should be noted that:

- the Company has submitted an advance notice to the Bank of Italy concerning the share capital increase in service of the foregoing stock option plans; it must be borne in mind that by Order No. 311041 dated 23 March 2007, the Governor of the Bank of Italy amended the provisions of Title III, Chapter I of the Bank of Italy Circular No. 229 of 21 April 1999 — Supervisory Instructions for Banks — regulating amendments to the Articles of Association, requiring the Supervisory Body to issue the related finding of compliance before the amendments are submitted to the Shareholders' Meeting for approval.
- by order No. 32 of 13 January 2010, the Bank of Italy determined, pursuant to articles 56 and 61 of Legislative Decree 385/1993, that the proposed amendments to the

Articles of Association do not conflict with the principle of sound and prudent management.

It must also be pointed out that proposed amendments to the Articles of Association, do not invest shareholders with any right of withdrawal within the meaning and for the intents and purposes of article 2437 of the Italian Civil Code and Article 7 of the Articles of Association.

The amendments to the Articles of Association submitted for your approval (as per the order and wording set forth in the table following this explanatory description), are illustrated below:

Article 5 of the Articles of Association: in accordance with the foregoing proposals to amend the final deadline for the execution of the resolution authorising a share capital increase passed by the Shareholders' Meeting on 18 July 2006 and a share capital increase in service of the cited Stock option Plans, it is proposed that paragraph 5, Article 5, of the Articles of Association be amended accordingly and a new paragraph be added to said article to account for the new resolution authorising a share capital increase.

The following table provides a comparison between the current text of the Articles of Association, and the proposed amendments and extensions, with graphical highlighting of the changes:

Current text	Proposed amendments
<p style="text-align: center;">ARTICLE 5</p> <p>1. The share capital amounts to Euro 111,313,176.00 (one hundred and eleven million three hundred and thirteen thousand one hundred and seventy-six) and is subdivided into 111,313,176 ordinary shares each with a par value of one Euro and may be constituted by money or by assets in kind.</p> <p>2. The capital may be increased through issue of preference shares or shares with rights other than those of the pre-existing shares.</p> <p>3. The shares are registered and indivisible. They may be transferred and subject to encumbrance pursuant to law.</p> <p>4. In the event of share capital increase against payment, the option right to which shareholders are entitled may be excluded, within the limit of ten percent of the pre-existing share capital, provided that the issue price of the new shares corresponds to the market value of those already outstanding and that this is confirmed by special report of the company entrusted with audit.</p> <p>5. The Extraordinary Shareholders' Meeting of 18 July 2006 approved a divisible capital</p>	<p style="text-align: center;">ARTICLE 5</p> <p>1. The share capital amounts to Euro 111,313,176.00 (one hundred and eleven million three hundred and thirteen thousand one hundred and seventy-six) and is subdivided into 111,313,176 ordinary shares each with a par value of one Euro and may be constituted by money or by assets in kind.</p> <p>2. The capital may be increased through issue of preference shares or shares with rights other than those of the pre-existing shares.</p> <p>3. The shares are registered and indivisible. They may be transferred and subject to encumbrance pursuant to law.</p> <p>4. In the event of share capital increase against payment, the option right to which shareholders are entitled may be excluded, within the limit of ten percent of the pre-existing share capital, provided that the issue price of the new shares corresponds to the market value of those already outstanding and that this is confirmed by special report of the company entrusted with audit.</p> <p>5. By resolution of the Extraordinary Shareholders' Meeting of 18 July 2006, as</p>

increase, subordinate to the successful admission of the Company's shares to trading on the Electronic Equity Market organised and managed by Borsa Italiana S.p.A. by 30 June 2007, for a maximum par value of Euro 5,565,660.00, through issue of a maximum of 5,565,660 ordinary shares each with a par value of Euro 1.00, subdivided as follows:

a) an issue in the maximum nominal amount of € 4,452,530.00, represented by a maximum number of 4,452,530 ordinary shares of a face value of € 1.00 each, with specific exclusion of the option rights afforded to shareholders pursuant to section 2441, paragraph 5, of the Italian Civil Code, so as to cover the "Stock Option Plan for Banca Generali S.p.A.'s Financial Advisors and Network Managers", reserved for the financial advisors of Banca Generali Group, all of the above in one or more tranches, with the last being effected no later than 30 May 2011;

b) for a maximum amount of Euro 1,113,130.00 through issue of a maximum of 1,113,130 ordinary shares each with the par value of Euro 1.00 excluding the shareholders' option right pursuant to Article 2441, sub-section 8, of the Italian Civil Code and reserving the same to the employees of the Banca Generali Group, to be used in the "Stock option plan for employees of Banca Generali S.p.A.", all of which may be divided into several tranches within the maximum term of 30.11.12.

amended on 21 April 2010 a divisible capital increase **was** approved, subordinate to the successful admission of the Company's shares to trading on the Electronic Equity Market organised and managed by Borsa Italiana S.p.A. by 30 June 2007, for a maximum par value of Euro 5,565,660.00, through issue of a maximum of 5,565,660 ordinary shares each with a par value of Euro 1.00, subdivided as follows:

a) for a maximum par value of Euro 4,452,530.00, through issue of a maximum of 4,452,530 ordinary shares each with a par value of Euro 1.00 excluding the shareholders' option right pursuant to Article 2441, sub-section 5, of the Italian Civil Code and reserving the same to the financial advisors of the Banca Generali Group, to be used in the "Stock option plan for financial advisors and network managers of Banca Generali S.p.A.", all of which may be divided into several tranches within the maximum term of 30 May 2014,

b) for a maximum amount of Euro 1,113,130.00 through issue of a maximum of 1,113,130 ordinary shares each with the par value of Euro 1.00 excluding the shareholders' option right pursuant to Article 2441, sub-section 8, of the Italian Civil Code and reserving the same to the employees of the Banca Generali Group, to be used in the "Stock option plan for employees of Banca Generali S.p.A.", all of which may be divided into several tranches within the maximum term of 30 November 2015².

6. By resolution of the Extraordinary Shareholders' Meeting passed on 21 April 2010, a capital increase in one or more tranches was approved, in the maximum nominal amount of € 2,500,000.00, through the issue of a maximum number of 2,500,000 ordinary shares of a nominal value of € 1.00 each, as follows:

a) an issue in the maximum nominal amount of € 2,300,000.00, represented by a maximum number of 2,300,000 ordinary shares of a nominal value of € 1.00 each, with specific exclusion of the option rights afforded to shareholders pursuant to section 2441, paragraph 5, of the Italian Civil Code, so as to cover the "Stock Option Plan for Banca Generali S.p.A.'s Financial Advisors and Network Managers for 2010", reserved for the financial advisors and network managers of Banca Generali S.p.A., all of the above in one or more tranches, with the last being effected no later than 30 June 2017;

b) an issue in the maximum nominal amount of € 200,000.00, represented by a maximum number of 200,000 ordinary

	<u>shares of a nominal value of € 1.00 each, with specific exclusion of option rights afforded to shareholders pursuant to section 2441, paragraph 8, of the Italian Civil Code, so as to cover the Stock Option Plan for Banca Generali S.p.A. Relationship Managers for 2010”, reserved for Banca Generali employed relationship managers and their coordinators, all of the above in one or more tranches, with the last being effected no later than 30 June 2017.</u>
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With regard to all of the above, we invite you, should you agree, to:

- (i) approve a divisible share capital increase, pursuant to Article 2441, paragraphs 5 and 8, of the Italian Civil Code, of a further maximum of € 2,500,000.00, through the issue of a maximum number of 2,500,000.00 new ordinary shares of a nominal value of € 1.00 each;
- (ii) change of the deadline for the completion of the capital increase approved by the Extraordinary Shareholders' Meeting on 18 July 2006, covering the stock option plans approved by the Board of Directors on 24 May 2006;
- (iii) approve the proposal to amend Article 5 of the Articles of Association in accordance with the foregoing.

Trieste, 8 March 2010

THE BOARD OF DIRECTORS

0029045/lo del 14.1.10



BANCA D'ITALIA
EUROSISTEMA

AREA VIGILANZA BANCARIA E FINANZIARIA
SERVIZIO SUPERVISIONE INTERMEDIARI SPECIALIZZATI (846)
DIVISIONE BANCHE SPECIALIZZATE (001)

GM Rifer. a nota n.

del

Classificazione VII 2

6

Oggetto Banca Generali. Accertamento modifiche statutarie.

RR

Con lettera, qui pervenuta il 23 ottobre u.s., Banca Generali ha reso informativa preventiva in merito ad un aumento di capitale, al servizio di piani di Stock Option, chiedendo il rilascio del provvedimento di accertamento di cui agli artt. 56 e 61 del D. Lgs. 385/1993 per la modifica dell'art. 5 dello statuto vigente.

Al riguardo, visto quanto disposto dal Titolo III, Cap. 1 delle Istruzioni di Vigilanza per le banche, tenuto conto degli obiettivi della suddetta iniziativa e considerato l'esito dell'istruttoria, si accerta, ai sensi degli artt. 56 e 61 del D. Lgs. 385/1993, che le modifiche statutarie proposte non contrastano con il principio di sana e prudente gestione.

Ai sensi dell'art. 2436 c.c., resta peraltro impregiudicata ogni altra valutazione da parte del notaio e dell'ufficio del registro delle imprese in ordine alla conformità alla legge delle modifiche statutarie di che trattasi.

Per i successivi adempimenti trovano applicazione le vigenti Istruzioni di Vigilanza in materia (cfr. Tit. III, Cap. 1, Sez. II).

LM

IL DIRETTORE GENERALE
dr. Fabrizio Saccomanni

Delibera n. 32 del 13/1/2010

PER COPIA ...
IL TITOLARE DEL ... DIVISIONE

M. Giubilei

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Banca Generali S.p.A.

Verification of the integrity of share capital, with respect to the divisible capital increase, not subject to a rights offering, within the meaning of Article 2441, paragraphs 5 and 8, of the Italian Civil Code, in an amount not to exceed € 2,500,000.00, through the issue of no more than 2,500,000 ordinary shares with a par value of Euro 1 each, to cover the two new stock option plans.

The Board of Statutory Auditors,

- having verified that all subscribed share capital had been paid in;
- having verified the amount of share capital and equity at 31 December 2009;
- having verified that there were no changes in net equity from 1 January to the present that would have affected share capital;
- having examined the directors' report in accordance with Article 2441 of the Italian Civil Code; and
- having consulted the independent auditors for an opinion of the fairness of the price,

confirms the integrity of the Bank's share capital.

Trieste, 26 March 2010

The Board of Statutory Auditors

Giuseppe Alessio Verni
Angelo Venchiarutti
Alessandro Gambi

As there was no further business on the agenda, the meeting was adjourned.

The Board of Statutory Auditors

