

Proposal on Agenda



BANCA GENERALI S.p.A.

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
21- 22 April 2009**

AGENDA

**REPORT OF THE BOARD OF DIRECTORS ON THE ITEMS ON THE
AGENDA, PURSUANT TO ART. 3 OF MINISTERIAL DECREE No. 437 OF
5 NOVEMBRE 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 2009, at 9:30 a.m. CET (first call) and, if necessary, at the same location on
- 22 April 2009, at 9:30 a.m. (second call) to pass resolutions on the following

AGENDA

In the ordinary session:

1. Financial Statements for the year ended 31 December 2008. Relevant and ensuing resolutions.
2. Approval of the Compensation Policies for directors, employees and financial advisors in accordance with the Provision of the Governor of the Bank of Italy of 4 March 2008 entitled "Supervisory Provisions on the Corporate Organisation and Governance of Banks".
3. Appointment of the Board of Directors following the determination of the number of its members and the determination of compensation for directors; relevant and ensuing resolutions.
4. Appointment of the Board of Statutory Auditors and its Chairman and determination of the annual compensation for Statutory Auditors; relevant and ensuing resolutions.

In the extraordinary session:

1. Amendments to articles 12, 13, 15, 16, 18 and 21 of the Articles of Association in order to bring them into compliance with the Provision of the Governor of the Bank of Italy of 4 March 2008 entitled "Supervisory Provisions on the Corporate Organisation and Governance of Banks"; relevant and ensuing resolutions.

Pursuant to article 10 of the Company's Articles of Association 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 provided that:

- 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 days prior to the date set for the first call of the Meeting.

The draft financial statements for 2008, complete with all annexes 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.

As regards the appointment of the Board of Directors, which will take place on the basis of lists of candidates, please refer to the provisions of article 15 of the Articles of Association, published in the Corporate Governance section of the corporate website at www.bancagenerali.com. In any event, please note the following:

- standing to submit lists: pursuant to article 15 of the Articles of Association, article 147-ter, paragraph 1, of Legislative Decree No. 58/1998, and CONSOB resolution No. 16779 of 27 January 2009, shareholders who individually or jointly represent at least 2.5% of share capital are entitled to submit a list. Each shareholder in companies directly or indirectly controlled by the Company, companies directly or indirectly under common control, and shareholders related to one another by one of the relationships set forth in article 109 of Legislative Decree No. 58/1998 in connection with the Company may participate in the submission of a single list of candidates on pain of the disqualification of the list.
- methods of submission of lists: lists must be submitted with information concerning the shareholders submitting them, along with an indication of the overall percentage of share capital held by said shareholders, and accompanied by the documents set forth in article 15 of the Articles of Association;
- deadlines for the submission of lists: lists signed by the authorised shareholder or shareholders, accompanied by the documentation required by the Articles of Association, must be submitted to the Company's registered office in Trieste at Via Machiavelli 4 at least fifteen days prior to the scheduled date of the first call of the Shareholders' Meeting.

As regards the appointment of the Board of Statutory Auditors, which will take place on the basis of lists of candidates, please refer to the provisions of article 21 of the Articles of Association, published in the Corporate Governance section of the corporate website at www.bancagenerali.com. In any event, please note the following:

- standing to submit lists: pursuant to articles 21 and 15 of the Articles of Association, article 148, paragraph 2, of Legislative Decree No. 58/1998, and CONSOB resolution No. 16779 of 27 January 2009, shareholders who individually or jointly represent at least 2.5% of share capital are entitled to submit a list. Each shareholder in companies directly or indirectly controlled by the Company, companies directly or indirectly under common control, and shareholders related to one another by one of the relationships set forth in article 109 of Legislative Decree No. 58/1998 in connection with the Company may participate in the submission of a single list of candidates on pain of the disqualification of the list.
- methods of submission of lists: lists must be submitted with information concerning the

shareholders submitting them, along with an indication of the overall percentage of share capital held by said shareholders, and accompanied by the documents set forth in article 21 of the Articles of Association;

- deadlines for the submission of lists: lists signed by the authorised shareholder or shareholders, accompanied by the documentation required by the Articles of Association, must be submitted to the Company's registered office in Trieste at Via Machiavelli 4 at least fifteen days prior to the scheduled date of the first call of the Shareholders' Meeting.

The lists, accompanied by the documentation required by the Articles of Association will be made public in accordance with the legal deadlines, by filing them at the Company's registered office, at the offices of Borsa Italiana S.p.A., and on the Company's website at www.bancagenerali.com .

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 2009 (first call) to discuss and pass resolutions.

On behalf of the Board of Directors:

The Chairman

Giovanni Perissinotto

Ordinary session

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

Financial Statements for the Year ended 31 December 2008. Relevant and Ensuing Resolutions.

Shareholders,

in submitting the Financial Statements for the year ended 31 December 2008 for your approval, we propose allocating the profit for the year as follows:

Net profit for the year	€	12,027,789.00
to legal reserve	€	601,389.00
retained earnings	€	4,788,528.00

a dividend of 0.06 euro each
to the 110,631,043 outstanding ordinary shares,
including the portion attributable to treasury shares,
as per Article 2357-ter of the Italian Civil Code
totalling

€ 6,637,863.00

We also propose to pay out dividends as of 21 May 2009, with ex-dividend date on 18 May and with payment to shares outstanding on the detachment date.

Trieste, 12 March 2009

THE BOARD OF DIRECTORS

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

Approval of the Remuneration Policies for directors, employees and financial advisors 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”.

Shareholders,

We have called an ordinary shareholders' meeting so that we can also submit for your examination the remuneration policies adopted for directors, employees and financial advisors.

We report 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 Provision 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, in addition to establishing the remuneration of the members of the corporate organs it appoints, the Ordinary Shareholders' Meeting must also approve remuneration policies in favour of directors, employees, as well as collaborators other than employees.

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, 12 March 2009

THE BOARD OF DIRECTORS

Remuneration policies adopted for directors, employees and financial advisors

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.

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).

It is for this reason that 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 executives 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 operating and financial results indicated by the budget for the reference year and with indicators reflecting the weighting of business risks, is used for the Managing Director and Executives. 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 executives and a stock granting scheme reserved for the Managing Director 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 executives and Managing Director (hereunder also referred to as the bonus), is based on defining and allocating to each executive specific objectives, each one of which is attributed a weighting. The variable remuneration is hence linked on a straight-line basis to the degree to which the individual objectives are achieved, with a minimum access threshold (representing 40% of the bonus), the achievement of the objective (representing 100% of the bonus) and the exceeding of the objective with the achievement of the over performance fixed as a maximum level (representing 120% of the bonus). 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 objectives are defined based on the guidelines described below, differentiated according to the sphere of work and responsibility attributed to the executive.

40% of the variable remuneration is linked to quantitative objectives pertaining to the results of the Banking Group's consolidated financial statements (Banca Generali Group Net Inflows, Cost Income, Consolidated Net Profit NBV, Gross Margin on average AuM, Return on Risk Adjusted Capital). The balance is linked to quantitative and qualitative objectives related to the post occupied. In particular, in relation to the post occupied, 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 executives, 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. Amongst the various objectives assigned, the “Return on Risk Adjusted Capital” (RORAC) objective illustrates the relationship 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. The exceptions to these general criteria are the objectives assigned to the Manager in charge of preparing the accounting documents of Banca Generali S.p.A and executives responsible for the control functions, which — in keeping with the Provision of the Governor of the Bank of Italy of 4 March 2008 — are not linked to company or group operating results.

In addition, solely as regards the Managing Director, a portion of the Managing Director’s variable remuneration not exceeding 20% is linked to performance objectives of the Assicurazioni Generali Group (Increase in NBV, Combined ratio and Net Profit of Assicurazioni Generali’s consolidated financial statements).

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 operating results, is verified based on the consolidated financial statements of the banking group (and of Assicurazioni Generali as far as the Managing Director is concerned).

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.

3. Process for defining remuneration policies

Following the Bank of Italy’s issue of provision no. 264010 of 4 March 2008 entitled “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 executives 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 in line with the bank's 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 Managing Director 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.

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, Managing Director, 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, operating 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 Managing Director 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 Managing Director, supported by the Resources Department and Planning & Control Department for the parts within their respective remit.

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) Managing Director

The Managing Director'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. If the relationship is terminated (not due to the Managing Director's resignation or for just cause attributable to the Managing Director) before the agreed term expires, the Managing Director will be paid an indemnity currently equal to one year of the fixed remuneration. The Managing Director also benefits from an end-of-service indemnity, amounting to 25% of the fixed remuneration per annum. The Managing Director is the recipient of a Stock Granting Plan which allocates free of charge 389,000 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 (RAL) and a variable remuneration, linked to the degree to which the performance objectives are achieved. This may reach a maximum of 115% of the RAL, if the objectives are exceeded in appreciable terms and does not provide for any guaranteed minimum. The General Manager also enjoys supplementary pension benefits equal to 13% of the RAL and the benefits package provided for group executives. The remuneration provided in the event of the relationship being terminated complies with the reference legislation, without prejudice to the bank's right to agree indemnity mechanisms (if the relationship is terminated by the bank's initiative), not exceeding three years RAL. The General Manager is the recipient of a Stock Granting Plan which allocates free of charge 278,000 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.

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

- as regards the Senior Deputy General Manager, who is responsible for preparing the corporate accounting documents pursuant to art. 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 operating results. The Senior 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 Commercial Department and Marketing 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 executives. The remuneration provided in the event of the relationship being terminated complies with the reference legislation.

E) *Executives*

The remuneration of other Executives consists of an all-inclusive annual remuneration (RAL) and a variable remuneration, linked to the degree to which the performance objectives are achieved, which, based on the importance and complexity of the post occupied, may range from a minimum of 10% to a maximum of 50% of the fixed emolument if the objectives are exceeded in appreciable terms. It does not provide for any guaranteed minimum. For executives responsible for control functions the objectives are not linked to the achievement of economic results and the variable remuneration may reach at the most up to 50% of the fixed emolument if the objectives are exceeded in appreciable terms.

Executives also enjoy supplementary pension benefits equal to 10% of the RAL and the benefits package provided for executives. 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 grades 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 28/12/2005 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 hierarchically; the financial advisors are categorised according to increasing levels of experience as juniors, seniors, executive consultants and professional. 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 bank's Commercial 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' 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 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 taken out. These commissions differ according to the various types of product and may vary in relation to the amount paid and/or assets under management.

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 and maintenance 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.

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.

3. Remuneration of the sales manager

The sales manager, to whom the Area Managers report, is responsible for coordinating the network of financial advisors. The Sales Manager's remuneration is consistent with the

remuneration of the managerial grades and financial advisors and is calculated in direct proportion thereto.

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. Incentives

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.

6. Retention schemes

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

- a) the stock granting plan approved for its financial advisors by the merged company Prime Consult SIM S.p.A.;
- b) the Stock Option plan for the financial advisors introduced at the time the Banca Generali shares were admitted for trading on the electronic share market (MTA) organised and managed by Borsa Italiana S.p.A.;
- c) the deferred loyalty bonuses, under which a preset 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.

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

Appointment of the Board of Directors following the determination of the number of its members and the determination of remuneration for directors; relevant and ensuing resolutions.

Shareholders,

with the approval of the financial statements for the year ended 31 December 2008, the mandate of the Company's Board of Directors, conferred by the Shareholders' Meeting on 3 October 2006, is terminated as the period of office has come to an end.

At present, the Board of Directors is composed of Giovanni Perissinotto (Chairman), Giorgio Angelo Girelli (Managing Director), Paolo Baessato, Amerigo Borrini, Fabio Buscarini, Andrea de Vido, Attilio Leonardo Lentati (Independent Director), Aldo Minucci, Alfio Noto (Independent Director) and Ettore Riello (Independent Director).

We extend our heartfelt thanks and appreciation to the members of the above Board for their relentless efforts to date on the Company's behalf, and remind you that, pursuant to article 15 of the Articles of Association, the Board of Directors is composed of a minimum of 7 (seven) members and a maximum of 12 (twelve) members.

You are also reminded that, pursuant to article 147-*ter* of Legislative Decree 58/1998, at least one of the members of the Board of Directors, or two if the Board of Directors is composed of more than seven members, must possess the independence requisites established for the statutory auditors by article 148, paragraph 3 of the same decree, as well as the additional requisites provided for by the Corporate Governance Code for Listed Companies promoted by Borsa Italiana.

The new Board of Directors will remain in office until the date of the Shareholders' Meeting which will be called to approve the financial statements for the year ending 31 December 2011.

Under the Articles of Association mentioned, the Board of Directors is appointed based on lists of candidates. The lists contain a number of candidates no higher than the number of members to be elected, listed by progressive number with a specific indication of the candidates who meet requirements of independence. Each candidate may appear on only one list, upon penalty of ineligibility.

Pursuant to article 15 of the Articles of Association, article 147-*ter*, paragraph 1, of Legislative Decree No. 58/1998, and CONSOB resolution No. 16779 of 27 January 2009,

shareholders who individually or jointly represent at least 2.5% of share capital are entitled to submit a list.

Each shareholder (as well as (i) shareholders belonging to the same group, the latter term being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of article 2359 of the Italian Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of article 122 of Legislative Decree No. 58 of 24 February 1998, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) may submit, either on their own or jointly with other shareholders, directly or through third party intermediaries, or trust companies, a single list of candidates, under pain of disqualification of the list.

Should the outgoing Board of Directors submit its own list, the same must be lodged with the Company's registered office and published in at least one national daily newspaper, at least twenty days prior to the scheduled date of the Shareholders' Meeting at first call. The lists submitted by the Shareholders are filed at the registered office and published in at least one newspaper with national circulation, at least fifteen days prior to the date set for the Shareholders' Meeting in first call. The submitted lists and the necessary documents attached thereto — which are indicated below — shall also be filed with the offices of Borsa Italiana S.p.A. and made available on the Company's website at www.bancagenerali.com.

The lists must be accompanied by information on the shareholders who have submitted them, indicating the percentage of share capital held overall by them, and the following documentation:

- a) documentation proving ownership of the shareholding;
- b) exhaustive information on the personal and professional features of the candidates included in the list;
- c) a declaration by shareholders other than those which, even jointly, hold a controlling interest or relative majority stake, attesting the absence of associative relationships with the latter;
- d) declarations in which each candidate accepts his or her own candidature and also certifies, under their own responsibility, the absence of grounds for incompatibility and ineligibility, possession of the requisites regarding professional standing and integrity

prescribed by current legislation for serving as a Company director, as well as the independence requisites specified, where these are possessed.

Should only one list be submitted, all the members of the Board of Directors shall be appointed from the said list. Should, on the other hand, two or more lists be submitted, the first candidates on the list obtaining the greatest number of votes, equal to eight ninths of the number of members of the Board of Directors determined by the Shareholders' Meeting — with rounding down in the case of split number — will be elected Board members. The remaining directors will be taken from other lists, not linked in any way, not even indirectly, with the shareholders who submitted or voted for the list which gained the highest number of votes, and to this end the votes obtained by said lists will subsequently be divided by one, two, three and so on, according to the number of directors to be elected. The ratios obtained in this way will be progressively assigned to the candidates of each of the lists, according to the respectively established order of said lists. The ratios thus attributed to the candidates of the various lists will be set out in a single decreasing list.

In the event of votes being equal between two or more lists, the younger candidates will be elected until all the posts to be assigned have been filled.

Whilst we invite you to decide regarding the appointment of the members of the Board of Directors, expressing your preference for one of the lists submitted by the eligible parties, as laid down in article 15 of the Articles of Association, you are also asked to approve the annual remuneration for members of the Board of Directors, setting, again for the years 2009 – 2010 – 2011, the respective gross annual amount at 25,000.00 euros for each director plus reimbursement of expenses incurred.

Trieste, 12 March 2009

THE BOARD OF DIRECTORS

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

Appointment of the Board of Statutory Auditors and its Chairman and determination of the annual remuneration for Statutory Auditors; relevant and ensuing resolutions.

Shareholders,

with the approval of the financial statements for the year ended 31 December 2008, the mandate of the Company's Board of Statutory Auditors, conferred by the Shareholders' Meeting on 3 October 2006, is terminated as the period of office has come to an end.

At present, the Board of Directors is composed of Giuseppe Alessio Verni (Chairman), Paolo D'Agnolo and Angelo Venchiarutti (Acting Auditors), Cristiano Cerchiali and Corrado Giammattei (Alternate Auditors).

We extend our heartfelt thanks and appreciation to the members of the above control body for their relentless efforts to date on the Company's behalf, and remind you that, pursuant to article 21 of the Articles of Association, the Board of Statutory Auditors is composed of a three Acting Auditors and two Alternate Auditors.

The new Board of Statutory Auditors will remain in office until the date of the Shareholders' Meeting which will be called to approve the financial statements for the year ending 31 December 2011.

Under the Articles of Association mentioned, the Board of Statutory Auditors is appointed based on lists of candidates, made up of two sections: one for the election of acting auditors and one for the election of alternate auditors. The lists must contain a number of candidates no higher than the number of members to be elected, listed by progressive number. Each candidate may appear on only one list, upon penalty of ineligibility.

Pursuant to articles 15 and 21 of the Articles of Association, article 148, paragraph 2, of Legislative Decree No. 58/1998, and CONSOB resolution No. 16779 of 27 January 2009, shareholders who individually or jointly represent at least 2.5% of share capital are entitled to submit a list.

Each shareholder (as well as (i) shareholders belonging to the same group, the latter term being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of article 2359 of the Italian Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have

entered into the same shareholders' agreement within the meaning of article 122 of Legislative Decree No. 58 of 24 February 1998, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) may submit, either on their own or jointly with other shareholders, directly or through third party intermediaries, or trust companies, a single list of candidates, under pain of disqualification of the list.

The lists are filed at the registered office and published in at least one newspaper with national circulation, at least fifteen days prior to the date set for the Shareholders' Meeting in first call. In the case where, by the aforesaid deadline, submission has been made of only one list or only of lists submitted by shareholders associated amongst themselves, lists may be submitted until up to five days after that date. The submitted lists and the necessary documents attached thereto — which are indicated below — shall also be filed with the offices of Borsa Italiana S.p.A. and made available on the Company's website at www.bancagenerali.com.

The lists must be accompanied by information on the shareholders who have submitted them, indicating the percentage of share capital held overall by them, and the following documentation:

- a) documentation proving ownership of the shareholding;
- b) exhaustive information on the personal and professional features of the candidates included in the list;
- c) a declaration by shareholders other than those which, even jointly, hold a controlling interest or relative majority stake, attesting the absence of associative relationships with the latter;
- d) declarations in which each candidate accepts his or her own candidature and also certifies, under their own responsibility, the absence of grounds for incompatibility and ineligibility, possession of the requisites regarding professional standing and integrity prescribed by current legislation for serving as a Company director.

Should only one list be submitted, all the members of the Board of Statutory Auditors shall be appointed from the said list. Should two or more lists be submitted the following candidates will be appointed: a) the first two candidates on the list obtaining the highest number of votes and the first candidate on the list obtaining the highest number of votes and submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes, shall be deemed elected Acting Auditors.

b) The first candidate on the list obtaining the highest number of votes and the first candidate on the list obtaining the highest number of votes from amongst the lists submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes, shall be deemed elected Alternate Auditors.

In the event of votes being equal between two or more lists the younger candidates will be elected until all the posts to be assigned have been filled.

The first candidate on the list obtaining the highest number of votes, from amongst those lists submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes on the overall, shall be elected Chairman of the Board of Statutory Auditors. In the event of submission of a single list, the first candidate specified therein will take the chairmanship.

Whilst we invite you to decide regarding the appointment of the members of the Board of Statutory Auditors, expressing your preference for one of the lists submitted by the eligible parties, as laid down in article 21 of the Articles of Association, you are also asked to approve the annual remuneration for members of the Board of Statutory Auditors, setting, again for the years 2009 – 2010 – 2011, the respective gross annual amount at 40,000.00 euros for the Chairman of the Board of Statutory Auditors, and 30,000.00 euros for each Acting Auditor.

Trieste, 12 March 2009

THE BOARD OF DIRECTORS

Extraordinary session

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

Amendments to articles 12, 13, 15, 16, 18 and 21 of the Articles of Association in order to bring them into compliance with the Provision of the Governor of the Bank of Italy of 4 March 2008 entitled “Supervisory Provisions Concerning Banks’ Organisation and Corporate Governance”; relevant and ensuing resolutions.

Shareholders,

We called this extraordinary shareholders' meeting so as to submit to you, proposals for the amendment of the Articles of Association, as illustrated below.

We report 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 Provision 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.

The objectives of the aforesaid Bank of Italy Provision may be summarised as follows: (i) clear and distinctly defined functions and responsibilities; (ii) appropriate balance of powers amongst corporate organs; (iii) balanced composition of corporate organs; (iv) setting up an effective, comprehensive system of controls; (v) corporate risk management; (vi) promoting remuneration mechanisms in line with risk management policies and long-term strategies, and (vii) ensuring appropriate reporting mechanisms.

To ensure compliance with the new regulatory framework, the Articles of Association must be amended both to include the provisions specifically imposed by the Bank of Italy and to ensure that certain rules are brought in line with the new regulations. The regulatory deadline for the completion of the aforesaid amendments expires on 30 June 2009, by which the date the Board of Directors must draw up the Corporate Governance Project.

It must be borne in mind that as a listed public company, Banca Generali already complies with a large number of not only the requirements and recommendations set forth in the Bank of Italy's new regulations, but also the changes introduced in Borsa Italiana's Corporate Governance Manual.

It must also be pointed out that in striking a balance between the public's demand for strict compliance with regulations governing corporate governance and organisation — so as to ensure sound and prudent management — and the specific need for operating flexibility within the industry, most banks have ensured that, apart from statutorily mandated provisions, their Articles of Association include only those additional clauses that must be cloaked with all-embracing erga omnes applicability and the rigidity and certainty that ensue from entrenchment in the Articles of Association, leaving other aspects for which flexibility is essential, to be regulated pursuant to specific internal instruments (such as, for instance, the Rules of the Board of Directors, the Internal Control Committee and the Remuneration Committee, the system of delegated powers, the Corporate Governance Code, and the Organisational and Management Model within the meaning of Legislative Decree No. 231 of 2001).

Under the Bank of Italy's new rules, banks must, first and foremost, select one out of three possible systems of corporate management and control, on the basis of self-assessment aimed at identifying the model best suited, in light of their actual circumstances, to ensuring efficient management and effective controls, taking due account of the related costs.

Taking into consideration, as directed by the Bank of Italy, elements including (i) the ownership structure of Banca Generali, which is directly controlled by Assicurazioni Generali; (ii) the listing of the company's stock for public trading on the electronic share market (STAR Segment) organised and managed by Borsa Italiana S.p.A.; (iii) the size of the bank and the banking group it heads; and (iv) the banking group's organisational structure, under which staff functions are concentrated within the parent company so as to enable subsidiaries to focus on their respective core business operations, it is our opinion that the traditional corporate management and control model may be confirmed as best suited, in light of the bank's actual circumstances, to ensuring efficient business administration and effective controls. It must also be pointed out that the traditional corporate management and control model currently implemented within the bank, already incorporates mechanisms aimed at protecting minority shareholders and ensuring that they are represented on the Board of Directors and the Board of Auditors, as well as provisions requiring the appointment of an appropriate number of independent directors pursuant to regulations applicable to listed companies.

In light of all of the above, you are called upon, at this meeting, to decide whether or not to continue with the traditional model of business administration and corporate control, and to

pass resolutions to amend your Company's Articles of Association with a view to bringing the same in line with the new supervisory provisions. In addition to these amendments, you are also invited to examine and approve other changes to the Articles of Association aimed at either rendering the text easier to read, or otherwise to ensure that the latter features language more in line with generally accepted best practices for listed companies. The amendments pertain to Articles: 12 (regarding the chairmanship of the Shareholders' Meeting), 13 (regarding the powers and duties of the Shareholders' Meeting), 15 (regarding the appointment of the Board of Directors), 16 (regarding the Chairman of the Board of Directors), 18 (regarding the tasks of the Board of Directors) and 21 (regarding the tasks of the Board of Statutory Auditors).

With regard to the procedure for the authorisation of the proposed amendments, 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.

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 12 of the Articles of Association: while the current text of this articles is perfectly compliant with regulatory requirements regarding the chairmanship of Shareholders' Meetings in cases where both the Chairman and the Vice-Chairman are unavailable, in light of generally accepted best practices for listed corporations, a motion has been raised to amend the first paragraph of the said article, so as to allow for Shareholders' Meetings to be chaired by a person elected by the shareholders themselves, in all such cases.

Article 13 of the Articles of Association: under the newly introduced regulatory reforms, the Articles of Association must invest the Ordinary Shareholders' Meeting with exclusive powers not only to determine the emoluments due to the corporate organs it appoints, but also to approve: (i) the remuneration policies in favour of directors, employees, as well as

collaborators other than employees; and (ii) any share-based payment plans. As a result, article 13 of the Articles of Association must be amended accordingly, and, furthermore, extended to make provision for the Shareholders' Meeting to determine, pursuant to article 2389, paragraph 3, of the Italian Civil Code, an overall lump-sum amount covering the remuneration of all the Company's directors, including those invested with specific responsibilities.

Article 15 of the Articles of Association: the newly introduced regulatory reforms require the Company's directors and officers to bear ultimate responsibility for the proper discharge of their assigned tasks and duties, and to dedicate adequate time and resources to the same. Towards this end, under current regulations, the number of managerial positions held by the Company's directors and officers in other corporations and undertakings must be checked and assessed at the time of their appointment (and on an ongoing basis thereafter), with special reference to positions entailing greater involvement in routine, day-to-day business management. In order to ensure that this provision is concretely implemented and specifically enforced, the Bank of Italy requires limits on the number of positions a bank's directors and officers may hold in other corporations and undertakings, to be expressly imposed in the Articles of Association and internal rules of banking-sector operators.

More specifically:

- a) with regard to the Board of Statutory Auditors, it must be pointed out that as a company listed on the electronic share market (STAR Segment) organised and managed by Borsa Italiana S.p.A., the bank has already entrenched in article 21, paragraph 2 of its Articles of Association, the principle that, as required under the new provisions, no member of its Board of Statutory Auditors may hold positions within the administrative and/or internal control organs of other corporations and undertakings, in excess of the limits imposed under applicable statutory and regulatory provisions;
- b) with regard to the Board of Directors, as required under the new Bank of Italy regulations, article 3, paragraph 4 of the Rules governing the proceedings of the Banca Generali S.p.A.'s Board of Directors (approved by the said Board of Directors and available for consultation on the website www.bancagenerali.com) as well as Schedule 1 to the said Rules, not only specify the maximum number of directorships and auditorships a Company Director may hold in other entities, but also establishes differentiated criteria for (i) executive and non-executive directors on Banca Generali's Board and (ii) the various types of entity within which the other directorships and/or auditorships are held (listed

companies, financial corporations, banks, insurance companies and large corporations). A motion has therefore raised to maintain the limits established in the Rules governing the proceedings of the Banca Generali S.p.A.'s Board of Directors, whilst specifically stipulating in article 15, paragraph 3, of the Articles of Association, that the said limits are to be regulated pursuant to the above-mentioned Rules.

Article 16 of the Articles of Association: the newly introduced regulatory reforms place special emphasis on the role of the Chairman of the Board of Directors who is invested with key responsibilities with a view to promoting the internal dialectic and ensuring that powers are adequately balanced, in line with the tasks assigned to him under the Italian Civil Code, including with regard to the organisation of Board meeting proceedings and the circulation of information. A motion has therefore been raised to amend paragraph 2 of article 16 of the Articles of Association, specifying the Chairman's role in greater detail, as required under the new regulatory framework.

Article 18 of the Articles of Association: the Bank of Italy Provision in question provides that, in order to be deemed efficient from the standpoint of the principle of the balance of powers, in the case where the functions of strategic oversight and business management are discharged by separate corporate organs, the corporate governance system must distinctly specify the responsibilities of each of the two organs involved, clearly investing the first with duties of strategic policy-making and subsequent oversight of policy implementation, and the second with responsibility for company management. In light of Banca Generali's organisational and management structure, under which the Board of Directors is in charge of strategic oversight, whilst responsibility for company management lies with the Managing Director and the General Manager, certain amendments must be brought to article 18 of the Articles of Association in order to render the latter fully compliant with the new supervisory provisions. A motion has been raised therefore (i) to, first of all, specify in greater detail the strategic oversight tasks assigned to the Board of Directors; (ii) to invest the Board of Directors with the powers and responsibilities not subject to sub-delegation pursuant to the new regulations, whilst also providing however — to the extent possible in light of the provisions set forth in the Supervisory Instructions for Banks contained in Bank of Italy circular No. 229 of 21 April 1999 as further amended and extended, as well as in Title IV, Chapter 11 and articles 8 and 9 of the CONSOB-Bank of Italy Joint Regulations of 30 October 2007 — that the Managing Director, if appointed, may be placed in charge of concretely discharging the related functions; (iii) to ensure that typically managerial functions are no longer included amongst the powers and resolutions

not subject to sub-delegation by the Board of Directors; (iv) to insert a provision allowing any Board member whatsoever to raise motions at Board meetings, extending the power to do so to all Board members without distinction or exception. Moreover, as part of the ongoing effort to bring the text of the Articles of Association more in line with the language used under generally accepted best practice for listed companies, a motion has been raised to amend article 18 of the Articles of Association, with the addition of a new paragraph 3 (entailing the re-numbering of all the subsequent paragraphs) subjecting the proceedings of Board of Directors' meetings to regulation pursuant to specific Rules to be published on the Company's website.

Article 21 of the Articles of Association: the new supervisory provisions highlight the importance of the scope of the tasks falling within the remit of the internal control function, including the oversight of compliance with statutory and regulatory provisions and the Articles of Association, and responsibilities for enforcing healthy business management practices and monitoring the appropriateness of the bank's administrative and accounting structures. In light of the crucial role these tasks play within the regulatory and supervisory framework, article 52 of Legislative Decree No. 385/1993 provides for a functional link to be established between the Board of Statutory Auditors and the Bank of Italy, under which, the Board of Statutory Auditors is required to report to the Bank of Italy any and all actual or potential irregularities in the bank's management and/or violations of banking industry regulations, immediately upon becoming aware thereof. Pursuant to the Bank of Italy's newly introduced regulatory reforms, this reporting obligation binding on the Board of Statutory Auditors, must be entrenched in the Articles of Association. A motion has accordingly been raised to entrench the said obligation in a new paragraph (13, entailing the re-numbering of all the subsequent paragraphs) to be inserted into Article 21 of the Articles of Association. The other proposed amendments to the same article are aimed at clarifying the literal meaning thereof, by specifying in greater detail the powers and duties invested in the Board of Statutory Auditors, especially in light of the new supervisory rules. 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 12</p> <p>1. The Shareholders' Meeting is chaired by the Chairman of the Board of Directors or, in his absence, by the Vice-Chairman. Should the Vice-Chairman also be absent or prevented from performing his duties, the Meeting will be chaired by a member of the Board of Directors designated by the Board itself. Failing this, the Meeting will elect its own Chairman.</p> <p>2. The Chairman of the Meeting is responsible for performing the duties established by current regulations.</p> <p>3. The Chairman is assisted by a Secretary. Should the Secretary of the Board of Directors be absent or prevented from attending the Meeting, his duties will be taken over by the youngest Board member present. The assistance of the Secretary is not necessary when a Notary Public has been appointed to draw up the minutes of the Meeting.</p>	<p style="text-align: center;">ARTICOLO 12</p> <p>1. The Shareholders' Meeting is chaired by the Chairman of the Board of Directors or, in his absence, by the Vice-Chairman. Should the Vice-Chairman also be absent or prevented from performing his duties, the Meeting will be chaired by a member of the Board of Directors designated by the Board itself. Failing this, the Meeting will elect its own Chairman.</p> <p>2. Al Presidente dell'Assemblea spettano i compiti previsti dalla vigente normativa.</p> <p>3. Il Presidente è assistito da un Segretario. In caso di assenza od impedimento del Segretario del Consiglio di Amministrazione, le sue funzioni sono prese dal Consigliere di Amministrazione presente più giovane d'età. L'assistenza del Segretario non è necessaria quando per la redazione del verbale dell'Assemblea è designato un notaio.</p>
<p style="text-align: center;">ARTICLE 13</p> <p>1. Ordinary and extraordinary Shareholders' Meetings are attributed all the powers to which they are respectively entitled pursuant to current regulations.</p>	<p style="text-align: center;">ARTICOLO 13</p> <p>1. Ordinary and extraordinary Shareholders' Meetings are attributed all the powers to which they are respectively entitled pursuant to current regulations.</p> <p>2. <u>The Ordinary Shareholders' Meeting shall establish the remuneration of the corporate organs it appoints. The Shareholders' Meeting may assign an overall amount covering the remuneration of all company directors, including those invested with specific responsibilities, to be shared amongst the individual directors as determined by the Board of Directors.</u></p> <p>3. <u>The Shareholders' Meeting shall also approve any and all remuneration policies and share-based payment plans in favour of directors, employees, as well as collaborators other than employees.</u></p>
<p style="text-align: center;">ARTICLE 15</p> <p>1. The Company is managed by a Board made up of no less than 7 (seven) and no more than 12 (twelve) members, appointed by the Shareholders' Meeting after determination of the number of members.</p> <p>2. Members of the Board of Directors hold office for a maximum of three financial years. Their mandate ends on the date of the meeting called to approve the financial statements of the last financial year of said term and they are eligible for reappointment. In the case of appointment during the period of office, the mandate of the newly appointed members will</p>	<p style="text-align: center;">ARTICLE 15</p> <p>1. The Company is managed by a Board made up of no less than 7 (seven) and no more than 12 (twelve) members, appointed by the Shareholders' Meeting after determination of the number of members.</p> <p>2. Members of the Board of Directors hold office for a maximum of three financial years. Their mandate ends on the date of the meeting called to approve the financial statements of the last financial year of said term and they are eligible for reappointment. In the case of appointment during the period of office, the mandate of the newly appointed members will expire with that of</p>

<p>expire with that of members already in office.</p> <p>3. Board members must possess the legal requisites also, within the limits established by law, in terms of independence.</p> <p>4. Members of the Board of Directors are appointed on the basis of lists of candidates, in accordance with the procedures set forth below.</p> <p>5. Those shareholders who alone or in conjunction with other shareholders represent the percentage of share capital envisaged for the Company by current applicable regulations, are entitled to submit a list. Each shareholder (as well as (i) shareholders belonging to the same group, the latter term being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of article 2359 of the Italian Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) may submit, either on their own or jointly with other shareholders, directly or through third party intermediaries, or trust companies, a single list of candidates, under pain of disqualification of the list.</p> <p>6. The lists contain a number of candidates no higher than the number of members to be elected, listed by progressive number with a specific indication of the candidates who fulfil the statutory requirements of independence. Each candidate may appear on only one list, upon penalty of ineligibility.</p> <p>7. Should the outgoing Board of Directors submit its own list, this will be filed at the registered office and published in at least one newspaper with national circulation, at least twenty days prior to the date set for the Shareholders' Meeting in first call together with the documentation referred to in paragraph 9 below.</p> <p>8. The lists submitted by shareholders are filed at the registered office and published in at least one newspaper with national circulation, at least fifteen days prior to the date set for the Shareholders' Meeting in first call.</p> <p>9. In order to prove their entitlement to submit lists, shareholders will file at the registered</p>	<p>members already in office.</p> <p>3. Board members must possess the legal requisites also, within the limits established by law, in terms of independence. <u>The maximum number of positions that may be held concurrently, is regulated pursuant to the Rules laid down in article 18, paragraph 3, below.</u></p> <p>4. Members of the Board of Directors are appointed on the basis of lists of candidates, in accordance with the procedures set forth below.</p> <p>5. Those shareholders who alone or in conjunction with other shareholders represent the percentage of share capital envisaged for the Company by current applicable regulations, are entitled to submit a list. Each shareholder (as well as (i) shareholders belonging to the same group, the latter term being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of article 2359 of the Italian Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of article 122 of Legislative Decree no. 58 of 24 February 1998, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) may submit, either on their own or jointly with other shareholders, directly or through third party intermediaries, or trust companies, a single list of candidates, under pain of disqualification of the list.</p> <p>6. The lists contain a number of candidates no higher than the number of members to be elected, listed by progressive number with a specific indication of the candidates who fulfil the statutory requirements of independence. Each candidate may appear on only one list, upon penalty of ineligibility.</p> <p>7. Should the outgoing Board of Directors submit its own list, this will be filed at the registered office and published in at least one newspaper with national circulation, at least twenty days prior to the date set for the Shareholders' Meeting in first call together with the documentation referred to in paragraph 9 below.</p> <p>8. The lists submitted by shareholders are filed at the registered office and published in at least one newspaper with national circulation, at least fifteen days prior to the date set for the Shareholders' Meeting in first call.</p> <p>9. In order to prove their entitlement to submit lists, shareholders will file at the registered office</p>
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office the documentation proving legal ownership of their shareholdings within the term specified in the previous paragraph. Within the same term, shareholders who submitted the lists, shall also file at the registered office:

- information pertaining to the identity of the shareholders submitting the lists, within an indication of the percentage of share capital they jointly hold,
- exhaustive information on the personal and professional features of the candidates included in the list;
- a declaration by shareholders other than those which, even jointly, hold a controlling interest or relative majority stake, attesting the absence of associative relationships with the latter;
- the declarations filed by each candidate, in which each candidate accepts his nomination and also certifies, under his own responsibility, the inexistence of causes of incompatibility and of ineligibility, possession of the requisites of integrity and professionalism which prevailing laws require for the office of director of the Company, as well as those of independence, if applicable, provided by the law and by the codes of conduct promoted by companies managing regulated markets or by trade categories, to which the Company adheres.

10. Each shareholder (as well as (i) shareholders belonging to the same group, the latter being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of article 2359 of the Italian Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of article 122 of Legislative Decree No. 58 of 24 February 1998, and subsequent amendments, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) shall be entitled to vote for only one list. Should only one list be submitted, all the members of the Board of Directors shall be appointed from the said list. Should, on the other hand, two or more lists be submitted, the first candidates on the list obtaining the greatest number of votes, equal to eight ninths of the number of members of the Board of Directors determined by the Shareholders' Meeting — with rounding down in the case of split number — will be elected Board members. The remaining directors will be taken from other lists, not linked in any

the documentation proving legal ownership of their shareholdings within the term specified in the previous paragraph. Within the same term, shareholders who submitted the lists, shall also file at the registered office:

- information pertaining to the identity of the shareholders submitting the lists, within an indication of the percentage of share capital they jointly hold,
- exhaustive information on the personal and professional features of the candidates included in the list;
- a declaration by shareholders other than those which, even jointly, hold a controlling interest or relative majority stake, attesting the absence of associative relationships with the latter;
- the declarations filed by each candidate, in which each candidate accepts his nomination and also certifies, under his own responsibility, the inexistence of causes of incompatibility and of ineligibility, possession of the requisites of integrity and professionalism which prevailing laws require for the office of director of the Company, as well as those of independence, if applicable, provided by the law and by the codes of conduct promoted by companies managing regulated markets or by trade categories, to which the Company adheres.

10. Each shareholder (as well as (i) shareholders belonging to the same group, the latter being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of article 2359 of the Italian Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of article 122 of Legislative Decree No. 58 of 24 February 1998, and subsequent amendments, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) shall be entitled to vote for only one list. Should only one list be submitted, all the members of the Board of Directors shall be appointed from the said list. Should, on the other hand, two or more lists be submitted, the first candidates on the list obtaining the greatest number of votes, equal to eight ninths of the number of members of the Board of Directors determined by the Shareholders' Meeting — with rounding down in the case of split number — will be elected Board members. The remaining directors will be taken from other lists, not linked in any way, not even indirectly, with the shareholders who submitted or voted for the list which gained the highest number of votes, and to this end the votes

way, not even indirectly, with the shareholders who submitted or voted for the list which gained the highest number of votes, and to this end the votes obtained by said lists will subsequently be divided by one, two, three and so on, according to the number of directors to be elected. The ratios obtained in this way will be progressively assigned to the candidates of each of the lists, according to the respectively established order of said lists. The ratios thus attributed to the candidates of the various lists will be set out in a single decreasing list.

11. In the event of votes being equal between two or more lists, the younger candidates will be elected until all the posts to be assigned have been filled.

12. Should at the end of voting, it emerge that a sufficient number of independent Directors, within the meaning of applicable regulations, has not been elected, the director bearing the highest serial number in the list that obtained the greatest number of votes, and who does not meet the requirements of independence, shall be replaced by the next candidate on the same list, who does meet the said requirements. If necessary, this procedure shall be repeated until all the vacancies of independent directors on the Board, have been filled. Should it not be possible to cover all the vacancies on the Board, even after following the procedure mentioned above, the Shareholders' Meeting shall immediately proceed with the appointment of the remaining directors, at the proposal of the shareholders in attendance and by resolution approved by simple majority.

13. If during the term of office one or more Board members should leave office for whatever reason, they will be replaced according to the procedures established by law. If the leaving director was taken from the minority list that had obtained the greatest number of votes, replacement will occur with appointment of the first eligible candidate taken from the same list as the leaving director and willing to accept office or, where this is not possible, with the appointment of the first eligible candidate who is willing to accept office, and taken, in serial order, from the list to which the first unappointed candidate belonged. The term of the replacement director shall expire together with the term of the directors in office at the time of the replacement Director's appointment to the Board.

14. Where it is not possible to proceed as described above, either because of too few candidates being presented on the lists or as a result of non-acceptance of appointments, the

obtained by said lists will subsequently be divided by one, two, three and so on, according to the number of directors to be elected. The ratios obtained in this way will be progressively assigned to the candidates of each of the lists, according to the respectively established order of said lists. The ratios thus attributed to the candidates of the various lists will be set out in a single decreasing list.

11. In the event of votes being equal between two or more lists, the younger candidates will be elected until all the posts to be assigned have been filled.

12. Should at the end of voting, it emerge that a sufficient number of independent Directors, within the meaning of applicable regulations, has not been elected, the director bearing the highest serial number in the list that obtained the greatest number of votes, and who does not meet the requirements of independence, shall be replaced by the next candidate on the same list, who does meet the said requirements. If necessary, this procedure shall be repeated until all the vacancies of independent directors on the Board, have been filled. Should it not be possible to cover all the vacancies on the Board, even after following the procedure mentioned above, the Shareholders' Meeting shall immediately proceed with the appointment of the remaining directors, at the proposal of the shareholders in attendance and by resolution approved by simple majority.

13. If during the term of office one or more Board members should leave office for whatever reason, they will be replaced according to the procedures established by law. If the leaving director was taken from the minority list that had obtained the greatest number of votes, replacement will occur with appointment of the first eligible candidate taken from the same list as the leaving director and willing to accept office or, where this is not possible, with the appointment of the first eligible candidate who is willing to accept office, and taken, in serial order, from the list to which the first unappointed candidate belonged. The term of the replacement director shall expire together with the term of the directors in office at the time of the replacement Director's appointment to the Board.

14. Where it is not possible to proceed as described above, either because of too few candidates being presented on the lists or as a result of non-acceptance of appointments, the

<p>Board of Directors shall coopt, within the meaning of article 2386 of the Italian Civil Code, a director selected by the Board in accordance with the criteria established under law. The director thus copted shall remain in office through to the next Shareholders' Meeting that shall either confirm or replace him following the ordinary procedures and with ordinary majorities, in departure from the list-based voting system mentioned in this Article 15.</p>	<p>Board of Directors shall coopt, within the meaning of article 2386 of the Italian Civil Code, a director selected by the Board in accordance with the criteria established under law. The director thus copted shall remain in office through to the next Shareholders' Meeting that shall either confirm or replace him following the ordinary procedures and with ordinary majorities, in departure from the list-based voting system mentioned in this Article 15.</p>
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<p style="text-align: center;">ARTICLE 16</p> <p>1. The Board of Directors elects a Chairman from amongst its members.</p> <p>2. The Chairman is vested with the powers provided by regulations in force at the time.</p> <p>3. The Board of Directors may elect a Vice-Chairman from amongst its members.</p> <p>4. Should the Chairman be absent or prevented from performing his duties, he will be replaced by the Vice-Chairman. Should the Vice-Chairman also be absent, the Chairman will be replaced by the eldest member of the Board of Directors.</p> <p>5. The Chairman and Vice-Chairman hold office for the period of time established by the body that elected them.</p> <p>6. The Board of Directors appoints a Secretary, who need not be a Board member, and establishes the term of office.</p>	<p style="text-align: center;">ARTICLE 16</p> <p>1. The Board of Directors elects a Chairman from amongst its members.</p> <p>2. <u>The Chairman is in charge of promoting the smooth functioning of the corporate governance system, ensuring the balance of powers with respect to Managing Directors, if appointed, and executive directors, whilst also liaising with internal control bodies and internal committees.</u> The Chairman is vested with the powers provided by regulations in force at the time.</p> <p>3. The Board of Directors may elect a Vice-Chairman from amongst its members.</p> <p>4. Should the Chairman be absent or prevented from performing his duties, he will be replaced by the Vice-Chairman. Should the Vice-Chairman also be absent, the Chairman will be replaced by the eldest member of the Board of Directors.</p> <p>5. The Chairman and Vice-Chairman hold office for the period of time established by the body that elected them.</p> <p>6. The Board of Directors appoints a Secretary, who need not be a Board member, and establishes the term of office.</p>
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<p style="text-align: center;">ARTICLE 18</p> <p>1. The Board of Directors is vested with full powers of ordinary and extraordinary management of the Company, including the authority to grant cancellation and reduction of mortgages even against incomplete credit payment. It has the authority to deliberate on all matters pertaining to the corporate purpose that are not reserved to the exclusive competence of the Shareholders' Meeting.</p> <p>2. The Board of Directors is exclusively qualified to deliberate on matters pertaining to the setting up or closing down of secondary offices, indication of which Directors may</p>	<p style="text-align: center;">ARTICLE 18</p> <p>1. The Board of Directors is vested with full powers of ordinary and extraordinary management of the Company, including the authority to grant cancellation and reduction of mortgages even against incomplete credit payment. It and has the authority to deliberate on all matters pertaining to the corporate purpose that are not reserved to the exclusive competence of the Shareholders' Meeting. The Board of Directors. <u>Each and every Board member is entitled to raise motions at Board meetings.</u></p> <p>2. The Board of Directors is exclusively qualified to deliberate on matters pertaining to the setting up or closing down of secondary offices, indication of which Directors may represent the</p>
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<p>represent the Company and use the company signature, mergers, in the cases permitted by law, amendments to the provisions of the Articles of Association that no longer comply with new and mandatory regulatory provisions.</p> <p>3. In addition to powers that cannot be delegated pursuant to law, resolutions concerning the following are also reserved to the exclusive competence of the Board of Directors:</p> <p>a) establishing the general management policies, approving the Company's strategic, industrial and financial plans and the transactions of considerable economic, equity and financial importance, including those with related parties;</p> <p>b) appointing, when it sees fit, a General Manager, Joint General Managers and Deputy General Managers, assigning their relative powers and deciding upon their retirement;</p> <p>c) upon hearing the Board of Statutory Auditors, the appointment and dismissal of the Manager in charge of drawing up the company's accounting documents, the determination of the powers and resources thereof, as well as the supervision of the tasks carried out by the same and the monitoring of actual compliance with administrative and accounting procedures;</p> <p>d) setting up, relocating and closing down branches, agencies and offices;</p> <p>e) authorising company representatives and representatives of companies belonging to the Banking Group fulfilling managerial, executive and supervisory roles and other parties identified by law to perform transactions or assume obligations of any kind with the Company or to carry out direct or indirect sales and purchases;</p> <p>f) purchasing, building, selling and transferring property, excepting the judicial and extrajudicial actions and transactions necessary to credit recovery; purchasing or selling shareholdings that cause changes in the Banking Group or controlling or associative shareholdings; selling companies and/or</p>	<p>Company and use the company signature, mergers, in the cases permitted by law, amendments to the provisions of the Articles of Association that no longer comply with new and mandatory regulatory provisions.</p> <p><u>3. The Board of Directors shall adopt Rules regulating the proceedings of Board meetings, in strict compliance with applicable statutory provisions and the Articles of Association. The said Rules shall be published on the Company's website.</u></p> <p>4. In addition to powers that cannot be delegated pursuant to law, resolutions concerning the following are also reserved to the exclusive competence of the Board of Directors:</p> <p>a) establishing the general management policies, approving the Company's <u>strategic guidelines, plans and transactions</u>, as well as <u>approving the industrial and financial plans</u> of the Company, the transactions of considerable economic, equity and financial importance, including those with related parties;</p> <p>b) appointing, when it sees fit, a General Manager, Joint General Managers and Deputy General Managers, assigning their relative powers and deciding upon their retirement;</p> <p>c) <u>appointing the Internal Auditor, after having heard the opinion of the Board of Statutory Auditors;</u></p> <p>d) <u>appointing the Compliance Manager, after having heard the opinion of the Board of Statutory Auditors;</u></p> <p>e) upon hearing the Board of Statutory Auditors, the appointment and dismissal of the Manager in charge of drawing up the company's accounting documents, the determination of the powers and resources thereof, as well as the supervision of the tasks carried out by the same and the monitoring of actual compliance with administrative and accounting procedures;</p> <p>d) setting up, relocating and closing down branches, agencies and offices;</p> <p>f) authorising company representatives and representatives of companies belonging to the Banking Group fulfilling managerial, executive and supervisory roles and other parties identified by law to perform transactions or assume obligations of any kind with the Company or to carry out direct or indirect sales and purchases;</p> <p>g) purchasing, building, selling and transferring property, excepting the judicial and extrajudicial actions and transactions necessary to credit recovery; purchasing or selling shareholdings that cause changes in the Banking Group or</p>
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<p>may delegate its non-exclusive duties to one or more Managing Directors as well as to an Executive Committee, establishing their duties and term of office.</p> <p>6. Moreover, the Board of Directors may delegate decision-making powers, within pre-set limits, on matters concerning credit disbursement and management and current corporate operations to Company directors and employees according to their role or level, either individually or in committees, which may also be made up of employees from companies belonging to the Banking Group.</p> <p>7. On at least a quarterly basis, the delegated bodies will report to the Board of Directors and to the Board of Auditors on management performance and on the activities performed by the Company and by its subsidiaries, on the business outlook, on the most significant economic, financial and equity transactions implemented by the Company and its subsidiaries, with particular regard to transactions in which Directors have a direct or third-party interest or which are influenced by a party exercising management and coordination activities, as well as on decisions on the matter of credit disbursement and management, on which a report containing global figures must be provided. The Board will also establish how and when it should be informed of other decisions of greater importance taken by subjects entrusted with management of current operations.</p> <p>8. In the event of absolute, unavoidable urgency, where the matter cannot be delegated to the Managing Director, the Chairman or the person replacing him pursuant to Article 16 of the Articles of Association, may take Board decisions, with the exception of those that cannot be delegated pursuant to law. The Board will be informed of such decisions at the next board meeting.</p>	<p>interest of the group's stability.</p> <p>6. Within the limits permitted by law and by the Articles of Association, the Board of Directors may delegate its non-exclusive duties to one or more Managing Directors as well as to an Executive Committee, establishing their duties and term of office.</p> <p>7. Moreover, the Board of Directors may delegate decision-making powers, within pre-set limits, on matters concerning credit disbursement and management and current corporate operations to Company directors and employees according to their role or level, either individually or in committees, which may also be made up of employees from companies belonging to the Banking Group.</p> <p>8. On at least a quarterly basis, the delegated bodies will report to the Board of Directors and to the Board of Auditors on management performance and on the activities performed by the Company and by its subsidiaries, on the business outlook, on the most significant economic, financial and equity transactions implemented by the Company and its subsidiaries, with particular regard to transactions in which Directors have a direct or third-party interest or which are influenced by a party exercising management and coordination activities, as well as on decisions on the matter of credit disbursement and management, on which a report containing global figures must be provided. The Board will also establish how and when it should be informed of other decisions of greater importance taken by subjects entrusted with management of current operations.</p> <p>9. In the event of absolute, unavoidable urgency, where the matter cannot be delegated to the Managing Director, the Chairman or the person replacing him pursuant to Article 16 of the Articles of Association, may take Board decisions, with the exception of those that cannot be delegated pursuant to law. The Board will be informed of such decisions at the next board meeting.</p>
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<p style="text-align: center;">ARTICLE 21</p> <p>1. The Board of Statutory Auditors consists of three regular and two alternate Auditors, whose functions, duties and terms of office are defined by the law.</p> <p>2. Regular and alternate Auditors must possess the requisites required by law and are eligible for reappointment. Those whose situations are incompatible pursuant to law and persons who serve as company directors or officers in other companies beyond the thresholds established under applicable regulations, may not be appointed to the Board of Statutory Auditors,</p>	<p style="text-align: center;">ARTICOLO 21</p> <p>1. The Board of Statutory Auditors consists of three regular and two alternate Auditors, whose functions, duties and terms of office are defined by the law.</p> <p>2. Regular and alternate Auditors must possess the requisites required by law and are eligible for reappointment. Those whose situations are incompatible pursuant to law and persons who serve as company directors or officers in other companies beyond the thresholds established under applicable regulations, may not be appointed to the Board of Statutory Auditors, and</p>
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<p>and if so appointed, will fall from office.</p> <p>3. For the purposes of defining the requisite of professionalism of those who have gained a total of at least three years' experience in the performance of:</p> <p>a) professional activities or permanent university teaching in legal, economic, financial and technical/scientific subjects strictly pertinent to the Company's business activities;</p> <p>b) senior management functions in public entities or public administration operating in sectors strictly pertinent to the Company's activity,</p> <p>the following is specified:</p> <ul style="list-style-type: none"> - activities considered to be strictly pertinent to the Company's activity are all the activities referred to in letter a) above pertaining to banking activity and to the activities regarding the economic sectors strictly related to the banking sector; - economic sectors considered to be strictly pertinent to the banking sector are those relating to credit, parabanking, financial and insurance sectors. <p>4. Auditors are appointed on the basis of lists of candidates, in accordance with the procedures set forth below.</p> <p>5. Those shareholders who, alone or in conjunction with other shareholders represent the percentage of share capital envisaged for the Company to submit lists of candidates for appointment of the Board of Directors, are entitled to submit a list. Each shareholder (as well as (i) shareholders belonging to the same group, the latter being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of article 2359 of the Italian Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of article 122 of Legislative Decree no. 58 of 24 February 1998, and subsequent amendments, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) may contribute to the submission of only one list. In the event of breach, account will not be taken of the relative backing given to any of the lists.</p> <p>6. The lists are made up of two sections: one for the appointment of the regular Auditors and the other for the appointment of the alternate Auditors. The lists contain a number of candidates no higher than the number of members to be elected, listed by progressive</p>	<p>if so appointed, will fall from office.</p> <p>3. For the purposes of defining the requisite of professionalism of those who have gained a total of at least three years' experience in the performance of:</p> <p>a) professional activities or permanent university teaching in legal, economic, financial and technical/scientific subjects strictly pertinent to the Company's business activities;</p> <p>b) senior management functions in public entities or public administration operating in sectors strictly pertinent to the Company's activity,</p> <p>the following is specified:</p> <ul style="list-style-type: none"> - activities considered to be strictly pertinent to the Company's activity are all the activities referred to in letter a) above pertaining to banking activity and to the activities regarding the economic sectors strictly related to the banking sector; - economic sectors considered to be strictly pertinent to the banking sector are those relating to credit, parabanking, financial and insurance sectors. <p>4. Auditors are appointed on the basis of lists of candidates, in accordance with the procedures set forth below.</p> <p>5. Those shareholders who, alone or in conjunction with other shareholders represent the percentage of share capital envisaged for the Company to submit lists of candidates for appointment of the Board of Directors, are entitled to submit a list. Each shareholder (as well as (i) shareholders belonging to the same group, the latter being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of article 2359 of the Italian Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of article 122 of Legislative Decree no. 58 of 24 February 1998, and subsequent amendments, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) may contribute to the submission of only one list. In the event of breach, account will not be taken of the relative backing given to any of the lists.</p> <p>6. The lists are made up of two sections: one for the appointment of the regular Auditors and the other for the appointment of the alternate Auditors. The lists contain a number of candidates no higher than the number of members to be elected, listed by progressive number. Each candidate may appear on only one list, upon penalty of ineligibility. Together with each list and</p>
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number. Each candidate may appear on only one list, upon penalty of ineligibility. Together with each list and within the term established for the filing of lists, the shareholders submitting the lists must also file at the registered office, certification attesting their ownership of their respective shareholdings, and:

- information pertaining to the identity of the shareholders submitting the lists, with an indication of the percentage of share capital they jointly hold;
- exhaustive information on the personal and professional features of the candidates included in the list;
- a declaration by shareholders other than those which, even jointly, hold a controlling interest or relative majority stake, attesting the absence of associative relationships with the latter;
- the declarations in which each candidate accepts nomination and also certifies, under his own responsibility, the inexistence of causes of incompatibility and of ineligibility, as well as possession of the requisites of integrity and professionalism which prevailing laws require for the office of Auditor of the Company.

7. The lists, signed by the person submitting them, must be filed at the Company's registered office and published in at least one national daily newspaper, at least fifteen days prior to the date set for the Shareholders' Meeting in first call. In the case where, by the aforesaid deadline, submission has been made of only one list or only of lists submitted by shareholders associated amongst themselves, the relevant statutory and regulatory provisions shall apply.

8. Each shareholder (as well as (i) shareholders belonging to the same group, the latter being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of article 2359 of the Italian Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of article 122 of Legislative Decree no. 58 of 24 February 1998 as further amended, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) shall be entitled to vote for only one list. The first two candidates on the list obtaining the highest number of votes and the first candidate on the list obtaining the highest number of votes and submitted and voted by shareholders who are

within the term established for the filing of lists, the shareholders submitting the lists must also file at the registered office, certification attesting their ownership of their respective shareholdings, and:

- information pertaining to the identity of the shareholders submitting the lists, with an indication of the percentage of share capital they jointly hold;
- exhaustive information on the personal and professional features of the candidates included in the list;
- a declaration by shareholders other than those which, even jointly, hold a controlling interest or relative majority stake, attesting the absence of associative relationships with the latter;
- the declarations in which each candidate accepts nomination and also certifies, under his own responsibility, the inexistence of causes of incompatibility and of ineligibility, as well as possession of the requisites of integrity and professionalism which prevailing laws require for the office of Auditor of the Company.

7. The lists, signed by the person submitting them, must be filed at the Company's registered office and published in at least one national daily newspaper, at least fifteen days prior to the date set for the Shareholders' Meeting in first call. In the case where, by the aforesaid deadline, submission has been made of only one list or only of lists submitted by shareholders associated amongst themselves, the relevant statutory and regulatory provisions shall apply.

8. Each shareholder (as well as (i) shareholders belonging to the same group, the latter being defined to include the party, which need not necessarily be a corporation, exercising control within the meaning of article 2359 of the Italian Civil Code, and each subsidiary controlled by, or under the common control of the said party or (ii) shareholders who have entered into the same shareholders' agreement within the meaning of article 122 of Legislative Decree no. 58 of 24 February 1998 as further amended, or (iii) shareholders who are otherwise associated with each other by virtue of associative relationships contemplated under the applicable statutory and/or regulatory framework) shall be entitled to vote for only one list. The first two candidates on the list obtaining the highest number of votes and the first candidate on the list obtaining the highest number of votes and submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes, shall be deemed elected regular Auditors. Should no list be submitted, the Shareholders' Meeting shall appoint the Board of

not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes, shall be deemed elected regular Auditors. Should no list be submitted, the Shareholders' Meeting shall appoint the Board of Statutory Auditors and the Chairman thereof, by majority of the votes cast, in accordance with law. In the case where only one list is submitted, the entire Board of Statutory Auditors is appointed from the said list, and the Chairman of the Board of Statutory Auditors shall be the first candidate on the said list. Should, on the other hand, two or more lists be submitted for the appointment of the Board of Statutory Auditors, the first candidate on the list obtaining the highest number of votes and the first candidate on the list obtaining the highest number of votes amongst those lists submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes, will be elected alternate Auditors.

9. In the event of votes being equal between two or more lists the younger candidates will be elected until all the posts to be assigned have been filled.

10. The first candidate on the list obtaining the highest number of votes, from amongst those lists submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes on the overall, shall be elected Chairman of the Board of Statutory Auditors. In the event of votes being equal between two or more minority lists, the provisions of paragraph 9 above will apply. In the event of submission of a single list, the first candidate specified therein will take the chairmanship.

11. In the case of the death, resignation or forfeiture of an acting Auditor, the alternate Auditor belonging to the same list as the replaced Auditor will succeed him, such alternate being appointed for a period coterminous with the term of the other acting Auditors in office at the time of his appointment as an acting Auditor, and moreover, serving as Chairman of the Board of Statutory Auditors. In the case where it is not possible to proceed as indicated above, the term of the entire Board of Statutory Auditors shall be deemed to have expired in full with immediate effect, and accordingly, a Shareholders' Meeting must be called to pass resolutions on the appointment of a new Board of Statutory Auditors pursuant to the voting list system set forth in this Article

Statutory Auditors and the Chairman thereof, by majority of the votes cast, in accordance with law. In the case where only one list is submitted, the entire Board of Statutory Auditors is appointed from the said list, and the Chairman of the Board of Statutory Auditors shall be the first candidate on the said list. Should, on the other hand, two or more lists be submitted for the appointment of the Board of Statutory Auditors, the first candidate on the list obtaining the highest number of votes and the first candidate amongst those lists submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes, will be elected alternate Auditors.

9. In the event of votes being equal between two or more lists the younger candidates will be elected until all the posts to be assigned have been filled.

10. The first candidate on the list obtaining the highest number of votes, from amongst those lists submitted and voted by shareholders who are not associated, not even indirectly, with the shareholders who submitted and voted for the list obtaining the highest number of votes on the overall, shall be elected Chairman of the Board of Statutory Auditors. In the event of votes being equal between two or more minority lists, the provisions of paragraph 9 above will apply. In the event of submission of a single list, the first candidate specified therein will take the chairmanship.

11. In the case of the death, resignation or forfeiture of an acting Auditor, the alternate Auditor belonging to the same list as the replaced Auditor will succeed him, such alternate being appointed for a period coterminous with the term of the other acting Auditors in office at the time of his appointment as an acting Auditor, and moreover, serving as Chairman of the Board of Statutory Auditors. In the case where it is not possible to proceed as indicated above, the term of the entire Board of Statutory Auditors shall be deemed to have expired in full with immediate effect, and accordingly, a Shareholders' Meeting must be called to pass resolutions on the appointment of a new Board of Statutory Auditors pursuant to the voting list system set forth in this Article 21.

<p>21.</p> <p>12. The Board of Statutory Auditors oversees compliance with the law and the Articles of Association, observance of fair management principles, adequacy of the Company's organisational structure as far as its authority permits, of the internal control system and of the administration-accounting system, as well as the latter's reliability in providing a true and fair view of management operations, procedures for sound implementation of the corporate governance rules provided by codes of conduct drawn up by companies managing regulated markets or by trade associations, with which the Company complies, as publicly declared, and adequacy of the instructions issued by the Company to subsidiary companies.</p> <p>13. In addition to the annual remuneration, established by Shareholders' Meeting upon their appointment, Auditors are entitled to refund of the expenses incurred in the performance of their duties.</p> <p>14. Audio and video conferencing may be used for the meetings of the Board of Auditors, provided that all participants can be clearly identified by everyone else and are able to follow the discussion and to take part in real-time debates. Where such conditions are met, the meeting is deemed to be held at the venue in which the Chairman is present.</p>	<p>12. The Board of Statutory Auditors oversees compliance with the law and the Articles of Association, observance of fair management principles, adequacy <u>and functionality</u> of the Company's organisational structure as far as its authority permits, of the internal control, <u>risk control and management system on the whole; the appropriateness and functionality of the</u> administration-accounting system, as well as the latter's reliability in providing a true and fair view of <u>corporate</u> operations, procedures for sound implementation of the corporate governance rules provided by codes of conduct drawn up by companies managing regulated markets or by trade associations, with which the Company complies, as publicly declared, and <u>the proper strategic control and management of subsidiaries and the appropriateness of the instructions imparted to the latter; the appropriateness and regulatory conformity of the internal capital adequacy assessment process (ICCAP).</u></p> <p>13. <u>The Board of Statutory Auditors shall report to the Bank of Italy, any actual or potential irregularities in the Company's management and/or violations of banking industry regulations, immediately upon becoming aware thereof.</u></p> <p>14. <u>In the discharge of its functions, the Board of Statutory Auditors shall liaise with the other persons and bodies invested with control responsibilities.</u></p> <p>15. In addition to the annual remuneration, established by Shareholders' Meeting upon their appointment, Auditors are entitled to refund of the expenses incurred in the performance of their duties.</p> <p>16. <u>Audio and video conferencing may be used for the meetings of the Board of Auditors, provided that all participants can be clearly identified by everyone else and are able to follow the discussion and to take part in real-time debates. Where such conditions are met, the meeting is deemed to be held at the venue in which the Chairman is present.</u></p>
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With regard to all of the above, we invite you, should you agree, to:

- (i) confirm the choice of the traditional management and control model and
- (ii) to approve the proposed amendments to Articles 12, 13, 15, 16, 18 and 21 of the Articles of Association, as illustrated above.

Trieste, 28 January 2009

THE BOARD OF DIRECTORS

Annexes

List No. 1 for the appointment
of the Board of Directors

BANCA GENERALI S.p.A.
Via Machiavelli 4
34132 Trieste

Trieste, 1 April 2009
./rev Ref. no. 55056

Re: Submission of a list for the appointment of the Board of Directors

We are writing to provide the following information concerning the third item on the agenda for the Ordinary Shareholders' Meeting of Banca Generali S.p.A. scheduled for 21 April 2009 (first call) and 22 April 2009 (second call).

Given that Assicurazioni Generali S.p.A. holds a controlling interest (60.545%) in Banca Generali S.p.A., in accordance with article 15 of the Articles of Association, we hereby submit the enclosed list of candidates, arranged according to a progressive numbering scheme, for the appointment of the Board of Directors of Banca Generali S.p.A.

In accordance with applicable legislation, we provide the following documentation to accompany said list:

1. information on the identity of the shareholder submitting the list;
2. bank certification attesting to the ownership of the overall equity investment held by the shareholder;
3. curricula vitae for individual candidates containing their professional characteristics;
4. statements by individual candidates indicating the acceptance of their candidacy, the absence of grounds for incompatibility or ineligibility, satisfaction of the requirements established by current regulations, and, where applicable, the satisfaction of the independence requirements set forth in article 148, paragraph 3, of Legislative Decree No. 58/1998 and the Governance Code approved by Borsa Italiana S.p.A.

The list in question will be filed at the registered office of Banca Generali S.p.A. in Trieste at Via Machiavelli 4.

Best regards,

ASSICURAZIONI GENERALI S.p.A.

LIST OF CANDIDATES

for election to the Board of Directors
General Shareholders' Meeting of 21 April 2009

Progressive Number	Surname and Name
1	PERISSINOTTO Giovanni
2	GIRELLI Giorgio Angelo
3	BAESSATO Paolo
4	BORRINI Amerigo
5	LENTATI Attilio Leonardo (independent)
6	MINUCCI Aldo
7	RIELLO Ettore (independent)
8	MIGLIETTA Angelo (independent)
9	DE VIDO Andrea
10	BUSCARINI Fabio



Prot.:CEW/956/2009/CTS0056

2/4/2009

CAMERA DI COMMERCIO INDUSTRIA ARTIGIANATO E AGRICOLTURA DI TRIESTE
- UFFICIO REGISTRO DELLE IMPRESE -

CERTIFICATO DI ISCRIZIONE NELLA SEZIONE ORDINARIA ABBREVIATO

DATI IDENTIFICATIVI DELL'IMPRESA

Codice fiscale e numero d'iscrizione: 00079760328
del Registro delle Imprese di TRIESTE
data di iscrizione: 19/02/1996

Iscritta nella sezione ORDINARIA il 19/02/1996

Iscritta con il numero Repertorio Economico Amministrativo 6204 il 15/06/1925

Denominazione: ASSICURAZIONI GENERALI - SOCIETA' PER AZIONI

Forma giuridica: SOCIETA' PER AZIONI

Sede:
TRIESTE (TS) PIAZZA DUCA DEGLI ABRUZZI, 2 CAP 34132

Costituita con atto del 26/12/1831

INFORMAZIONI PATRIMONIALI E FINANZIARIE

Capitale Sociale in EURO:
deliberato 1.430.627.995,00
sottoscritto 1.410.113.747,00
versato 1.410.113.747,00

Il presente certificato riporta le notizie/dati iscritti nel Registro alla data odierna.

IMPOSTA DI BOLLO ASSOLTA IN MODO VIRTUALE. AUTORIZZAZIONE DELL'INTENDENZA DI FINANZA DI TRIESTE N. 10943/598-II DEL 9.6.1988.


RISCOSSI PER NR BOLLI	1	EURO	14,62
PER DIRITTI		EURO	5,00
TOTALE		EURO	19,62
TOTALE CON GLI IMPORTI ESPRESSI IN LIRE: 37989			

SI DICHIARA INOLTRE CHE A CARICO DELLA PREDETTA DITTA NON RISULTA PERVENUTA NEGLI ULTIMI 5 ANNI A QUESTO UFFICIO DICHIARAZIONE DI FALLIMENTO, LIQUIDAZIONE AMMINISTRATIVA COATTA, AMMISSIONE IN CONCORDATO O AMMINISTRAZIONE CONTROLLATA



UFFICIO REGISTRO ADDETTO
CLARA MODIC

*** fine certificato ***

1)  intermediario:
BANCA GENERALI

**Certificazione di partecipazione
al sistema di gestione accentrata**
(D.Lgs. 24 febbraio 1998 n.58 e D.Lgs. 24 giugno 1998 n. 213)

2) Data **27/03/2009**

ASSICURAZIONI GENERALI S.P.A.
PIAZZA DUCA DEGLI ABRUZZI N. 2
34132 TIRESTE
P. I. 00079760328

3) n. prog.annuo

4) **110**
codice cliente

6) a richiesta di:

5) luogo e data di nascita

7) La presente certificazione, con efficacia fino al **22/04/2009**, attesta la partecipazione al sistema di gestione accentrata del nominativo sopra indicato con i seguenti strumenti finanziari:

CODICE	DESCRIZIONE STRUMENTI FINANZIARI	QUANTITA'
IT0001031084	BANCA GENERALI S.P.A. AZ. ORDINARIE	39.559.823.-

8) Su detti strumenti finanziari risultano le seguenti annotazioni:

9) La presente certificazione viene rilasciata per l'esercizio del seguente diritto:

**SI ATTESTA IL POSSESSO DELLE AZIONI INDICATE PER IL DEPOSITO DELLE LISTE
DEI CANDIDATI PER IL CONSIGLIO DI AMMINISTRAZIONE**

L'intermediario
Banca Generali S.p.A.

Delega per l'intervento in assemblea

Il signor è delegato
a rappresentar per l'esercizio del diritto di voto.

Data Firma

- 1) Intermediario che rilascia la certificazione.
- 2) Data di rilascio della certificazione.
- 3) Numero progressivo annuo della certificazione attribuito da ciascun intermediario
- 4) Codice interno dell'intermediario per l'individuazione del titolare del conto
- 5) Nominativo, codice fiscale ed indirizzo del partecipante al sistema di gestione accentrata.
- 6) Nominativo del richiedente se diverso dal nominativo sub 5.
- 7) Fino a ... (data certa) ... , ovvero "illimitata".
- 8) Formule del tipo: "Vincolo di usufrutto a favore di ...", "Vincolo di pegno a favore di ...", "vincolo del diritto di voto a favore del riportato ...".
- 9) Diritto di cui all'art. 85 de D.Lgs. 58/98 e all'art 31 de D.Lgs. 213/98.

1995	Direttore Aggiunto e Responsabile del Coordinamento Amministrazione e Finanza
1996	Vicedirettore Generale e Responsabile <i>ad interim</i> del Coordinamento Amministrazione e Finanza
1998	Direttore Generale
2001	Amministratore Delegato

Nel 2007 viene nominato Cavaliere del Lavoro dal Presidente della Repubblica, Giorgio Napolitano

Cariche attualmente detenute

Amministratore Delegato

*Membro del
Consiglio d'Amministrazione*

(ex Property Investments Sgr S.p.A.)

*Presidente del
Consiglio d'Amministrazione*

*Vice Presidente del
Consiglio d'Amministrazione*

*Presidente del Consiglio
di Sorveglianza*

Membro del Consiglio di Vigilanza

Membro del Consiglio di Gestione

Membro del Comitato Esecutivo:

Componente del Consiglio Direttivo

ALTRE CARICHE

Membro dell'Advisory Board di

*Componente del Consiglio Direttivo
e della Giunta :*

Assicurazioni Generali S.p.A.

Participatie Maatschappij Graafschap Holland N.V.
Transocean Holding Corporation
Generali France Holding
Pirelli & C. S.p.A.
Generali España Holding de Entidades de Seguros
Alleanza Assicurazioni S.p.A.
Ina Assitalia S.p.A.
Generali Immobiliare Italia SGR SpA
Toro Assicurazioni S.p.A.

Banca Generali S.p.A.
Generali Properties S.p.A.

BSI S.A.

Generali Investments S.p.A.

Participatie Maatschappij Transhol B.V.

Intesa San Paolo

ANIA

Federazione ABI-ANIA

SDA Bocconi School of Management

Assonime



DICHIARAZIONE

Il sottoscritto **Giovanni Perissinotto**, nato a Conselice (RA) il 6 dicembre 1953, codice fiscale PRS GNN 53T06 C963W, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Consiglio di Amministrazione della Società, ai sensi dell'articolo 15 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

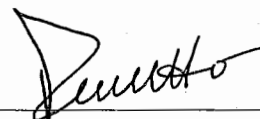
attesta

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Consigliere di Amministrazione di Banca Generali S.p.A. ed il possesso, al medesimo fine, dei requisiti di onorabilità e professionalità prescritti dalla normativa vigente;
- di essere di non essere
in possesso dei requisiti di indipendenza previsti dall'art. 148, comma terzo, del decreto legislativo 24 febbraio 1998 n. 58 e dal Codice di Autodisciplina della Borsa Italiana S.p.A.

Il sottoscritto dichiara altresì di non essere candidato in altra lista per l'elezione del Consiglio di Amministrazione della Società e di accettare irrevocabilmente la carica, ove nominato dalla suddetta Assemblea.

Il sottoscritto si impegna a comunicare tempestivamente ogni successiva variazione delle informazioni rese con la presente dichiarazione ed autorizza la pubblicazione del proprio *curriculum vitae* da parte di Banca Generali S.p.A., come da disposizioni applicabili.

firma _____



Trieste, 31/3/09

Nome: **Giorgio Angelo Girelli**

Luogo e data di nascita : Milano, 26/07/1959

Coniugato: Sposato, 1 figlia

Nazionalità: Italiana

Lingue straniere: Inglese, francese

Studi:

1978 Liceo Classico (Liceo Sant'Ambrogio – Milano)

1983 Laurea in Economia Aziendale
(Università Bocconi – Milano)

Esperienze Professionali:

1983 – 1985 Arthur Young & Co – Milan
Senior Auditor

1985 – 1988 Innova Management – Milan
Engagement Manager

1988 – 2000 Roland Berger & Partner Imc, Italy
Partner Responsabile Financial Services

Da 05/2000 Amministratore Delegato Banca Generali

Cariche ricoperte attualmente: Amministratore Delegato Banca Generali S.p.A.
Consigliere BG SGR S.p.A.
Consigliere BG Fiduciaria SIM S.p.A.
Consigliere Banca BSI Italia S.p.A.
Consigliere Generali Investments Italy S.p.A. SGR
Consigliere Genertellife S.p.A.
Consigliere Europ Assistance Italia S.p.A.
Consigliere Banca Profilo S.p.A.
Consigliere BG Investment Luxembourg S.A.
Vice Presidente Assoreti

Milano, 30 marzo 2009



DICHIARAZIONE

Il sottoscritto **Giorgio Angelo Girelli**, nato a Milano il 26 luglio 1959, codice fiscale GRL GGN 59L26 F205G, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Consiglio di Amministrazione della Società, ai sensi dell'articolo 15 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

attesta

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Consigliere di Amministrazione di Banca Generali S.p.A. ed il possesso, al medesimo fine, dei requisiti di onorabilità e professionalità prescritti dalla normativa vigente;
- di essere di non essere
in possesso dei requisiti di indipendenza previsti dall'art. 148, comma terzo, del decreto legislativo 24 febbraio 1998 n. 58 e dal Codice di Autodisciplina della Borsa Italiana S.p.A.

Il sottoscritto dichiara altresì di non essere candidato in altra lista per l'elezione del Consiglio di Amministrazione della Società e di accettare irrevocabilmente la carica, ove nominato dalla suddetta Assemblea.

Il sottoscritto si impegna a comunicare tempestivamente ogni successiva variazione delle informazioni rese con la presente dichiarazione ed autorizza la pubblicazione del proprio *curriculum vitae* da parte di Banca Generali S.p.A., come da disposizioni applicabili.

firma _____



Milano, 30 marzo 2009

CURRICULUM

Paolo BAESSATO nato a Lido Venezia il 24 luglio 1951, domiciliato in Milano, Via Savonarola, 19.

FORMAZIONE:

- Diploma di Maturità Classica nell'anno scolastico 1969/70 presso il Liceo Ginnasio "Marco Foscarini" di Venezia;
- Laurea in Giurisprudenza presso l'università agli Studi di Ferrara nell'anno accademico 1975/76 (votazione 100/110);
- stage presso importante Società finanziaria in Milano - Servizio Investimenti Mobiliari Esteri (anno 1974);
- master in Direzione Aziendale presso la Scuola di Direzione Aziendale "Luigi Bocconi" in Milano - corso 1979/80;
- specializzazione in Finanza e Credito Internazionali presso l'Università "Luigi Bocconi" in Milano - corso del 1980/81;
- stage presso Banco Itaù in San Paolo - Brasile - Servizio Estero e Centro cambi (anno 1982);
- specializzazione in Direzione e Politica Finanziaria presso l'Università "Luigi Bocconi" in Milano (anno 1995);

ESPERIENZE PROFESSIONALI

- 1976/1978 : Praticante Procuratore Legale presso studio civilistico in Venezia;
- 1978/1979 : Impiegato presso Banco Ambrosiano Veneto in Milano - Direzione Centrale - Ufficio Segreteria Generale e del Consiglio di Amministrazione
- 1981 : Assistant Foreign Representative presso la branch di Buenos Aires - Argentina del suddetto Istituto;
- 1982 : Rappresentante Aggiunto presso l'Ufficio di Rappresentanza del suddetto Istituto in San Paolo - Brasile;
- 1983 : Funzionario della Segreteria - Fidi presso la Sede di Venezia;
- 1984/1988 : Vice Direttore presso il medesimo Istituto - Direzione Centrale - Responsabile del Servizio Rischi Controllati, con responsabilità diretta ed autonoma.
- da settembre 1988: Direttore Responsabile Servizio Partecipazioni con responsabilità autonoma della gestione e riferendo direttamente al Direttore Generale e dal giugno 1995 con qualifica di Dirigente.

- da luglio 1998: Dirigente Responsabile della Direzione Partecipazioni di Banca Intesa, con sovrintendenza diretta di tutte le partecipazioni del Gruppo Intesa: Bancarie Italia (Banco Ambrosiano Veneto, Cariplo, Banca Popolare FriulAdria, Banca di Trento e Bolzano, Banca Proxima, Intesa Gestione Crediti, Mediocredito Lombardo, Mediocredito del Sud, Mediocredito Padano, Banca Carime, CR Viterbo, CR Città di Castello, CR Rieti, CR Ascoli Piceno, CR Parma e Piacenza), Bancarie Estero e di tutte le partecipazioni del Gruppo Intesa Finanziarie e Strumentali.
- da luglio 2002: Dirigente Responsabile del Servizio Amministrazione e Coordinamento della nuova struttura di Banca Intesa (circa n. 250 partecipazioni per un controvalore di circa € 14.000 milioni).
- da febbraio 2007 sino al 31.12.2008: Dirigente nell'Unità Operazioni Strategiche e Progetti Speciali di Intesa Sanpaolo, con riporto diretto all'Amministratore Delegato.

Già Consigliere di Amministrazione in diverse Società dal 1989, **attualmente nel Consiglio di Amministrazione di:**

Banca di Trento e Bolzano SpA	Consigliere
Banca Generali SpA	Consigliere
Cassa di Risparmio di Fermo SpA	Consigliere
Central-European International Bank Ltd - Budapest	Consigliere
Finanziaria BTB SpA	Consigliere
Immobiliare Lombarda SpA	Consigliere e membro Comitato Esecutivo
Intesa Distribution International Services	Consigliere
Moneta SpA	Vice Presidente
Nextra International Sicav SpA	Consigliere
Obiettivo Nordest Sicav	Vice Presidente
Sudameris S.A. - Parigi	Consigliere
Setefi SpA	Consigliere
Sorin SpA	Consigliere

Milano, 2 aprile 2009



DICHIARAZIONE

Il sottoscritto **Paolo Baessato**, nato a Venezia il 24 luglio 1951, codice fiscale BSS PLA 51L24 L736U, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Consiglio di Amministrazione della Società, ai sensi dell'articolo 15 dello Statuto della medesima,

dichiara


di accettare la suddetta candidatura e pertanto

attesta

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Consigliere di Amministrazione di Banca Generali S.p.A. ed il possesso, al medesimo fine, dei requisiti di onorabilità e professionalità prescritti dalla normativa vigente;
- di essere di non essere
in possesso dei requisiti di indipendenza previsti dall'art. 148, comma terzo, del decreto legislativo 24 febbraio 1998 n. 58 e dal Codice di Autodisciplina della Borsa Italiana S.p.A.

Il sottoscritto dichiara altresì di non essere candidato in altra lista per l'elezione del Consiglio di Amministrazione della Società e di accettare irrevocabilmente la carica, ove nominato dalla suddetta Assemblea.

Il sottoscritto si impegna a comunicare tempestivamente ogni successiva variazione delle informazioni rese con la presente dichiarazione ed autorizza la pubblicazione del proprio *curriculum vitae* da parte di Banca Generali S.p.A., come da disposizioni applicabili.

firma 

Milano, 2/4/2009

CURRICULUM VITAE

AMERIGO BORRINI

Luogo e data di nascita: Trieste, 06 agosto 1948

Abitazione: Via di Romagna 44
34134 Trieste
tel.: +39.040.631948

Ufficio: Assicurazioni Generali
Servizio Finanza
Piazza Duca degli Abruzzi 2
I - 34132 Trieste
tel.: +39.040.671417
fax: +39.040.671967
e-mail: amerigo_borrini@generali.com

Studi:

Laurea in Economia e Commercio - Università di Trieste
AIAF: analista finanziario membro dell'Associazione Italiana
CFA: Chartered Financial Analyst membro dell'AIMR
Promotore finanziario iscritto all'albo CONSOB

Lingue:

italiano, inglese, francese

Esperienza:

1967-1971 Ufficio Titoli di Assicurazioni Generali
1972-1976 Analista finanziario presso AG
1977-1994 Gestore di portafogli azionari di AG
1995-1999 Responsabile Segreteria Finanziaria di AG
2000-2001 Amministratore Delegato di Generali Asset Management Sgr
2002-12.05.2005 Direttore Servizio Finanza di Assicurazioni Generali SpA
13.05.2005 Direttore Centrale – Responsabile Area Finanza di Assicurazioni Generali SpA
13.02.2008 Chief Risk Officer

Posizione attuale:

Assicurazioni Generali S.p.A.: Chief Risk Officer
Direttore Centrale – Responsabile Area Risk and Capital Management

- | | | |
|-----------------------------------|---------|-------------|
| 1. Autovie Venete S.p.A., Trieste | | Consigliere |
| 2. Banca Generali S.p.A., Trieste | quotata | Consigliere |
| 3. BG Fiduciaria SIM, Trieste | | Consigliere |

4. Flandria (B)		Consigliere
5. Generali Investments Italy SGR S.p.A., Trieste		Consigliere
6. Generali Investments Luxembourg SA (LUX)		Consigliere
7. Generali Finance B.V., Diemen (NL)		Consigliere
8. Generali Investissement, Parigi		Consigliere
9. Generali Horizon S.p.A., Trieste		Presidente CDA
10. Genirland (IRL)		Direttore
11. Graafschap Holland N.V., Diemen (NL)		Consigliere
12. Mangart Capital Partners SGR S.p.A., Milano		Consigliere
13. Net Engineering International S.p.A., Padova		Consigliere
14. Perseo S.p.A., Torino		Consigliere
15. Premuda S.p.A., Genova	quotata	Consigliere
16. Toro Assicurazioni S.p.A., Torino		Consigliere
17. Transocean Holding Corporation (USA)		Consigliere



DICHIARAZIONE

Il sottoscritto **Amerigo Borrini**, nato a Trieste il 6 agosto 1948, codice fiscale BRR MRG 48M06 L424C, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Consiglio di Amministrazione della Società, ai sensi dell'articolo 15 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

attesta

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Consigliere di Amministrazione di Banca Generali S.p.A. ed il possesso, al medesimo fine, dei requisiti di onorabilità e professionalità prescritti dalla normativa vigente;
- di essere di non essere
in possesso dei requisiti di indipendenza previsti dall'art. 148, comma terzo, del decreto legislativo 24 febbraio 1998 n. 58 e dal Codice di Autodisciplina della Borsa Italiana S.p.A.

Il sottoscritto dichiara altresì di non essere candidato in altra lista per l'elezione del Consiglio di Amministrazione della Società e di accettare irrevocabilmente la carica, ove nominato dalla suddetta Assemblea.

Il sottoscritto si impegna a comunicare tempestivamente ogni successiva variazione delle informazioni rese con la presente dichiarazione ed autorizza la pubblicazione del proprio *curriculum vitae* da parte di Banca Generali S.p.A., come da disposizioni applicabili.

firma



Trieste, 31 marzo 2009

CURRICULUM VITAE

Dott. Attilio Leonardo LENTATI

Nato a Milano il 26 marzo 1937

Residente a Milano, Via Carlo Ravizza 16

1959 Laurea in Economia e Commercio presso l'Università Luigi Bocconi - Milano

1961/1971 LA CENTRALE FINANZIARIA S.p.A. presso la Direzione Finanziaria ed Amministrativa del Gruppo

1971/1977 SAIFI MANAGEMENT S.p.A. ed EUROMOBILIARE S.p.A. (società finanziarie Gruppo I.F.I.) - Dirigente responsabile delle gestioni mobiliari in Italia ed all'estero e della finanza aziendale

1977/1991 RAS* - Direttore Finanziario

da giugno 1991

a giugno 1996 RAS* - Direttore Generale

da giugno 1991

ad aprile 2000 RAS* - Amministratore Delegato

da maggio 2001

a marzo 2008 UniCredit Banca Mobiliare - Vice Presidente Vicario

Attualmente ricopre la carica di:

- Senior Advisor di UniCredit S.p.A.
- Presidente di i-Faber S.p.A.
- Vice Presidente di Sofipa SGR S.p.A.
- Consigliere e membro del Comitato per il Controllo Interno, Presidente del Comitato per le Remunerazioni di Banca Generali S.p.A.*

Principali cariche ricoperte in passato (oltre a quelle sopra evidenziate):

Presidente

- Rasfin SIM S.p.A. - Milano (SIM)
- Dival Ras SIM S.p.A. - Milano (SIM)
- Dival Vita S.p.A. - Milano (Assicurativa)
- Ras Asset Management SGR S.p.A. - Milano (Gestione del risparmio)
- Objectif France 2000 - Parigi (Sicav del Gruppo Lazard)
- UniCredit Imprese S.p.A. - Milano (Finanziaria)
- UniCredit Factoring S.p.A. - Milano (Finanziaria)



Vice Presidente

- Creditras Assicurazioni S.p.A. – Milano (Assicurativa)
- Creditras Vita S.p.A. – Milano (Assicurativa)
- Duerrevita S.p.A. – Bologna (Assicurativa)
- RAS Investimenti SIM S.p.A. – Milano (SIM)
- Rasbank S.p.A. – Milano (Banca)
- Ras International NV – Amsterdam (Holding Finanziaria)
- AGF RAS Holding BV – Amsterdam (Holding Finanziaria)

Amministratore

- Credito Italiano S.p.A.* – Milano (Banca)*
- Mercury Privatisation Trust Ltd. – Londra (Fondo d'Investimento)
- Allianz Cia de Seguros y Reaseguros – Madrid (Assicurativa)
- Compagnia de Seguros Allianz Portugal – Lisbona (Assicurativa)
- Europensiones S.A. – Madrid (Gestione Fondi pensione)
- Eurovida S.A. Cia de Seguros y Reaseguros – Madrid (Assicurativa)
- Istituto Europeo di Oncologia S.r.l. – Milano (Ospedale)
- Lloyd Adriatico S.p.A. – Trieste (Assicurativa)
- Rolo Banca 1473 S.p.A.* – Bologna (Banca)
- SMI Società Metallurgica Italiana S.p.A.* – Roma (Holding Finanziaria)
- Telecom Italia Mobile S.p.A.* (Telecomunicazioni)
- Tim Italia S.p.A. (Telecomunicazioni)

Membro Supervisory Board

- Allianz Asset Management GmbH – Monaco (Società di gestione investimenti)
- Allianz Elementar Versicherungs AG – Vienna (Assicurativa)
- Allianz Elementar Lebensversicherungs AG – Vienna (Assicurativa)

* Società quotate quando in carica

Milano, 30 marzo 2009

A handwritten signature in black ink, appearing to be 'G. Ferrero', written in a cursive style.

DICHIARAZIONE

Il sottoscritto **Attilio Leonardo Lentati**, nato a Milano il 26 marzo 1937, codice fiscale LNT TLL 37C26 F205U, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Consiglio di Amministrazione della Società, ai sensi dell'articolo 15 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

attesta

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Consigliere di Amministrazione di Banca Generali S.p.A. ed il possesso, al medesimo fine, dei requisiti di onorabilità e professionalità prescritti dalla normativa vigente;
- di essere di non essere
in possesso dei requisiti di indipendenza previsti dall'art. 148, comma terzo, del decreto legislativo 24 febbraio 1998 n. 58 e dal Codice di Autodisciplina della Borsa Italiana S.p.A.

Il sottoscritto dichiara altresì di non essere candidato in altra lista per l'elezione del Consiglio di Amministrazione della Società e di accettare irrevocabilmente la carica, ove nominato dalla suddetta Assemblea.

Il sottoscritto si impegna a comunicare tempestivamente ogni successiva variazione delle informazioni rese con la presente dichiarazione ed autorizza la pubblicazione del proprio *curriculum vitae* da parte di Banca Generali S.p.A., come da disposizioni applicabili.

firma _____



Milano, 30 marzo 2009

CURRICULUM VITAE

Dott. Aldo MINUCCI

- nato a Reggio Calabria (RC) il 4 luglio 1946

- residente a Trieste, Via Genova n. 11

- codice fiscale MNC LDA 46L04 H224B

1964 Diploma di maturità classica

1970 Laurea in giurisprudenza presso Università degli Studi di Trieste

1971 Borsa di Studio Assicurazioni Generali

1972 Assunzione presso Assicurazioni Generali (Servizio Consulenza Fiscale)

1983 Dirigente e responsabile del Servizio Consulenza Fiscale

1993 Direttore Centrale con responsabilità del Servizio Coordinamento Amministrazione e Finanza e sovrintendenza del Servizio Consulenza Fiscale

1995 Vicedirettore Generale Coordinamento tecnico-commerciale delle Compagnie assicurative in Italia. Sovrintende al Servizio Revisione Interna di Gruppo

Altre cariche

1995 Consigliere d'Amministrazione di ALLEANZA Ass.ni S.p.A.

1998 Consigliere d'Amministrazione di BANCA GENERALI S.p.A.

2001 Presidente di GENERTEL S.p.A.

2001 Consigliere d'Amministrazione di AC.E.GA.S S.p.A.

2003 Consigliere d'Amministrazione di INTESA PREVIDENZA SIM S.p.A.

2003 Consigliere d'Amministrazione di INTESA VITA S.p.A.

2006 Consigliere d'Amministrazione di GEMINA S.p.A.

2006 Consigliere d'Amministrazione di TORO S.p.A.

2007 Consigliere d'Amministrazione di INA ASSITALIA S.p.A.

2007 Consigliere d'Amministrazione di FATA VITA S.p.A.


2007 Consigliere d'Amministrazione di FATA ASSICURAZIONI DANNI S.p.A.

2007 Consigliere d'Amministrazione di ADR - Aeroporti Di Roma S.p.A.

2007 Presidente di TELCO S.p.A.

2007 Consigliere d'Amministrazione di TELECOM Italia S.p.A.

Trieste, 30 marzo 2009



DICHIARAZIONE

Il sottoscritto **Aldo Minucci**, nato a Reggio Calabria il 4 luglio 1946, codice fiscale MNC LDA 46L04 H224B, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Consiglio di Amministrazione della Società, ai sensi dell'articolo 15 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

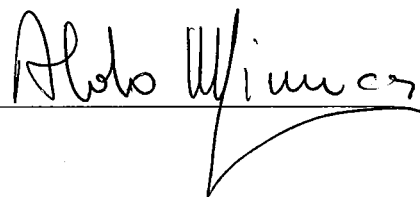
attesta

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Consigliere di Amministrazione di Banca Generali S.p.A. ed il possesso, al medesimo fine, dei requisiti di onorabilità e professionalità prescritti dalla normativa vigente;
- di essere di non essere
in possesso dei requisiti di indipendenza previsti dall'art. 148, comma terzo, del decreto legislativo 24 febbraio 1998 n. 58 e dal Codice di Autodisciplina della Borsa Italiana S.p.A.

Il sottoscritto dichiara altresì di non essere candidato in altra lista per l'elezione del Consiglio di Amministrazione della Società e di accettare irrevocabilmente la carica, ove nominato dalla suddetta Assemblea.

Il sottoscritto si impegna a comunicare tempestivamente ogni successiva variazione delle informazioni rese con la presente dichiarazione ed autorizza la pubblicazione del proprio *curriculum vitae* da parte di Banca Generali S.p.A., come da disposizioni applicabili.

firma



Trieste, 30-3-2009

Ettore Riello
Presidente e A.D. Riello SpA.
Profilo Personale

Nato a Forte dei Marmi nel 1956, Ettore Riello si laurea ventitreenne in Economia Aziendale all'Università Ca' Foscari di Venezia.

Inizia la carriera con un'esperienza biennale presso la società di revisione americana Arthur Andersen, proseguendo con l'avviamento della società finanziaria Sigla Spa, di Conegliano.

Nel 1982 entra ufficialmente nel Gruppo di famiglia, di cui detiene una quota di minoranza, dedicandosi inizialmente al controllo di gestione fino a diventare Amministratore Delegato della Holding Gruppo Riello e delle aziende che a questa fanno capo.

Nel 1984, viene eletto alla presidenza dei Giovani Industriali di Vicenza.

Nel marzo del 2000 conquista l'intero Gruppo grazie all'alleanza con il Fondo d'investimento Americano Carlyle; il successivo riassetto organizzativo del Gruppo porta alla nascita di una unica società, la Riello SpA, in cui Ettore Riello ricopre dal 2000 la carica di Presidente.

Nell'ottobre del 2004 esce il Fondo Carlyle (50% delle quote del Gruppo) ed acquisisce, assieme alle sorelle Roberta e Lucia, il 100% della finanziaria di partecipazione e quindi dell'intero Gruppo.

Il Gruppo, fondato da suo padre nel 1922, torna quindi, dopo anni di scalata, nelle mani del ramo familiare d'origine.

Riprendendo il suo impegno sul fronte associativo dal 2001 al 2005 assume la carica di Vicepresidente dell'Associazione Industriali di Verona con delega all'Innovazione, Nuovi servizi e Internazionalizzazione.

Dal 2003 è membro della Giunta di Confindustria. Da Maggio 2006 è membro della Giunta di Assonime, Associazione fra le Società italiane per azioni.

Ettore Riello è presente nel Consiglio di Amministrazione di Palladio Finanziaria e di Banca Generali; è stato nel CdA di Veneto Nanotech, Gardaland, dell'Aeroporto "Valerio Catullo" di Verona e Presidente di TeleArena dal 2004 al 2007.

Dal 2006 al 2008 è Presidente di ANIMA, Federazione che, in seno a Confindustria, riunisce e rappresenta le principali aziende del settore della meccanica dove matura una significativa esperienza.



Infine, Riello è membro del Consiglio Direttivo di EHI (European Heating Industry) ed è attivo nelle principali associazioni di settore a livello internazionale .

Oggi è Presidente e Amministratore Delegato di Riello Group Spa, holding industriale, realtà leader in Italia e nel mondo nel riscaldamento domestico e residenziale, nella climatizzazione e nelle tecnologie di combustione e di cogenerazione con particolare attenzione alle energie rinnovabili.

Marzo 2009

A handwritten signature in black ink, appearing to be the initials 'Riello' or similar, written in a cursive style.

DICHIARAZIONE

Il sottoscritto **Ettore Riello**, nato a Forte dei Marmi (LU) il 1° aprile 1956, codice fiscale RLL TTR 56D01 D730T, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Consiglio di Amministrazione della Società, ai sensi dell'articolo 15 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

attesta

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Consigliere di Amministrazione di Banca Generali S.p.A. ed il possesso, al medesimo fine, dei requisiti di onorabilità e professionalità prescritti dalla normativa vigente;
- di essere di non essere
in possesso dei requisiti di indipendenza previsti dall'art. 148, comma terzo, del decreto legislativo 24 febbraio 1998 n. 58 e dal Codice di Autodisciplina della Borsa Italiana S.p.A.

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firma _____



Legnago, 30.3.09

CURRICULUM VITAE di ANGELO MIGLIETTA
Revisore Contabile - Ordinario di Economia Aziendale
Albo dei Consulenti Tecnici del Giudice del Tribunale di Milano n. 8155

1) NOTIZIE GENERALI

Nato a Casale Monferrato il 21.10.1961

Residente a Milano, via Clerici, 13

Professore ordinario di Economia Aziendale - Facoltà di Giurisprudenza dell'Università di Torino
Studio in Milano, via Ciovassino, 3A

Tel. 02 – 36566046 Telefax. 02 – 36567016 Cell. 328 9571096

E-mail: angelo.miglietta@studiomiglietta.com

Lingue straniere: inglese ottimo, tedesco buono, spagnolo e francese parlato

2) PROFILO FORMATIVO

- ✓ Laurea in Economia Aziendale, indirizzo Finanza Aziendale, presso l'Università L. Bocconi, punteggio 110/110 con lode.
- ✓ Corso di specializzazione in Marketing e Strategie alla Stanford University, California (Marketing Management Program: a Strategic Perspective).
- ✓ Maturità scientifica, punteggio 60/60, Maturità istituto tecnico commerciale, punteggio 60/60.

3) PRINCIPALI ESPERIENZE/TITOLI PROFESSIONALI

Attualmente:

- ✓ Segretario Generale della Fondazione Cassa di Risparmio di Torino
- ✓ Segretario Generale della Fondazione Sviluppo e Crescita - CRT
- ✓ Titolare di studio di consulente aziendale e revisore contabile in Milano, via Ciovassino 3/A con specializzazione in materia di finanza, valutazioni d'azienda, operazioni straordinarie e corporate governance.
- ✓ Iscritto al Registro dei Revisori contabili al n. 38258 (Gazzetta Ufficiale n. 31 bis del 21 aprile 1995).
- ✓ Consulente tecnico del Tribunale di Milano, nr. 8155 dell'Albo.
- ✓ Iscritto all'elenco degli arbitri della Camera di Commercio di Milano.
- ✓ Membro di Consigli di Amministrazione e di Collegi Sindacali di società quotate e non, di società operanti nel settore finanziario, bancario e assicurativo tra le quali:
 - Consigliere di amministrazione e Presidente del Comitato per il controllo interno di Esprinet S.p.A. (Quotata).
 - Consigliere di amministrazione di Realty Vailog S.p.A. (Quotata).
 - Membro effettivo del Collegio Sindacale di Atlantia S.p.A. (Quotata).
 - Membro del Consiglio di Amministrazione della Fondazione Mazzotta di Milano.
 - Membro del Consiglio di Amministrazione di F2I S.g.R. (Fondo Infrastrutture).
 - Membro dei Consigli di Amministrazione del gruppo Bindi (settore dolciario).
 - Membro dei Collegi Sindacali del gruppo Bertola (servizi logistici).
- ✓ Rappresentante comune degli azionisti di categoria speciale de "Il Sole 24 Ore S.p.A."

E' stato:

- ✓ Collaboratore del Prof. Luigi Guatri a valutazioni d'azienda.
- ✓ Commissario per conto della Consob agli esami di abilitazione per l'esame di promotore finanziario.

Amw

- ✓ Consulente tecnico dei Tribunali di Monza e di Cuneo.
- ✓ Membro di Consigli di Amministrazione e di Collegi Sindacali di società quotate e non, di società operanti nel settore finanziario, bancario e assicurativo:
 - Membro della Commissione Centrale di Beneficenza della Fondazione "Cassa di Risparmio delle Province Lombarde".
 - Membro per cooptazione nel Consiglio di Indirizzo della Fondazione CRT. Responsabile della Commissione Patrimonio e Bilancio.
 - Membro della Commissione dei Saggi per le privatizzazioni del Comune di Milano.
 - Presidente della Fondazione "Giordano dell'Amore" (già Finafrica).
 - Membro del Comitato Esecutivo della Fondazione Cariplo.
 - Membro effettivo del Collegio Sindacale dell'Istituto Mobiliare Italiano (IMI) (Quotata)
 - Membro effettivo del Collegio Sindacale di IMI Investimenti Private Equity S.p.A.
 - Rappresentante comune degli azionisti di risparmio SANTAVALERIA su nomina del Presidente della VIII sezione civile del Tribunale di Milano.
 - Membro effettivo del Collegio Sindacale dell'Istituto bancario SanPaoloImi (Quotata)
 - Consigliere di Amministrazione e Presidente del Comitato per il controllo interno di AMSC Gallarate S.p.A. (ex municipalizzata). Componente dell'Organismo di Vigilanza ex D.Lgs 231/2001.
 - Presidente dell'Azienda Multiservizi Casalese S.p.A. (ex municipalizzata) e del Consorzio Servizi Trattamento Acque S.c.r.l.
 - Membro effettivo del Collegio Sindacale di Beni Stabili S.p.A. (Quotata).
 - Presidente del Collegio Sindacale di Lavorwash S.p.A. (Quotata).
 - Membro del Comitato Scientifico dell'ISAP - Istituto per la Scienza dell'Amministrazione Pubblica.
 - Membro del Nucleo di valutazione dell'Università IULM.
 - Presidente del Collegio Sindacale di Nomura Italia Sim p.A.
 - Membro effettivo del Collegio Sindacale di Axa Partecipazioni S.p.A. e di Axa Carlink S.p.A. (Gruppo assicurativo Axa).
 - Membro del Comitato di Investimento di CHINA OPPORTUNITY S.A. SICAR.
 - Membro effettivo del Collegio Sindacale di OLTRE di Oltre Gestioni S.r.L. Sapa.

Attività professionali più rilevanti:

- ✓ Titolare studio Dottore Commercialista
- ✓ Ha seguito per conto della Fondazione Cariplo la ristrutturazione societaria di Cariplo S.p.A. e la Joint Venture con Ambroveneto, con particolare riferimento agli aspetti finanziari, fiscali e di mercato.
- ✓ Perito nominato dal Consiglio di Amministrazione di Pirelli S.p.A. per la determinazione del rapporto di concambio nella fusione per incorporazione di SIP S.p.A. in Pirelli S.p.A.
- ✓ Perito nominato dal Consiglio di Amministrazione della Domus Italica SpA per la determinazione del rapporto di concambio nella fusione per incorporazione della Società per il Risanamento di Napoli SpA in Domus Italica SpA.
- ✓ Consulente (perito) in materia giuridico-finanziaria e di valutazione di azienda del Gruppo Pirelli-Telecom, Gruppo ERG, Gruppo ENI, Gruppo SAIAG, Gruppo BINDI, AGSM Verona S.p.A., Fondo Pensioni Cariplo, Gruppo AMGA, dell'Azienda Consortile per l'acquedotto delle Langhe ed Alpi Cuneesi. Predisposizione di piani economico-finanziari per project financing e leveraged buy out, con particolare riferimento alla sanità, alle attività culturali e alle *multiutilities*.
- ✓ Assessore Tecnico al Bilancio, Finanze e Programmazione Economia del Comune di Casale Monferrato (AL).

Alipio

- ✓ Ha seguito il progetto di marketing territoriale del Monferrato che ha portato alla creazione della società di servizi a partecipazione mista pubblico-privata del Monferrato Casalese "MONDO".
- ✓ Consulente alla Provincia di Alessandria per la predisposizione del progetto di Marketing territoriale integrato fra la Provincia di Alessandria e le aree di Vesel' Nad Moravan (Rep. Ceca), Skalica (Rep. Slovacca) e Puerto de Santa Maria (Spagna).
- ✓ Attività di consulenza per l'impianto di sistemi di internal audit e di modelli organizzativi ex D.Lgs 231/2001, con particolare riferimento al settore delle public utilities.

4) ATTIVITA' DIDATTICA

Attualmente

- ✓ Professore Ordinario di Economia Aziendale nella Facoltà di Giurisprudenza dell'Università di Torino. Titolare dell'insegnamento di Corporate governance and finance.
- ✓ Direttore del CESFIL – Centro Studi di Finanza per le applicazioni giuridiche (Center of Studies in Finance and Law) dell'Università di Torino.

È stato

- ✓ Docente per la Borsa Italiana sui temi del controllo interno e della corporate governance.
- ✓ Responsabile del Dottorato-PhD di Marketing e Strategie di Impresa all'Università di Bergamo (sedi consorziate: Università di Torino e di Verona)
- ✓ Professore Ordinario di Economia e Gestione delle Imprese e di Finanza Aziendale all'Università di Bergamo.
- ✓ Responsabile del corso di Finanza e Controllo per la gestione d'Impresa, SdM Scuola di Management dell'Università di Bergamo.
- ✓ Professore Associato di Economia e Gestione delle Imprese (Operazioni straordinarie) all'Università di Pavia.
- ✓ Professore di Strategie fiscali e finanziarie (Tax & Finance) alla SDA Bocconi, Milano.
- ✓ Professore di Marketing internazionale all'Università del Piemonte Orientale.
- ✓ Professore di Marketing internazionale all'Università IULM di Milano.
- ✓ Professore di Economia e Gestione delle Imprese Commerciali all'Università Cattolica di Milano.
- ✓ Professore di Tecnica Industriale e Commerciale all'Università Cattolica di Milano.
- ✓ Docente Master SDA Bocconi nel corso di specializzazione (elective) in Valutazione di Azienda e Finanza Straordinaria.
- ✓ Docente area Finanza della SDA Bocconi.
- ✓ Borsista presso la Cattedra di Economia delle Aziende Industriali dell'Università Bocconi di Milano.
- ✓ Docente presso l'Ordine dei Dottori Commercialisti di Bergamo.
- ✓ Docente presso la Corte dei Conti in tema di controlli interni e controlli ex D.Lgs 231/2001.

5) ATTIVITA' SCIENTIFICA

E' stato responsabile delle seguenti ricerche:

- ✓ Le valutazioni d'azienda e dei beni per finalità legali.
- ✓ Teoria del valore e pianificazione fiscale e finanziaria:
 1. Politiche per la creazione del valore azionario;
 2. La valutazione delle quotazioni in Borsa;
 3. La determinazione della struttura finanziaria ottima.
- ✓ La gestione delle imprese di pubblici servizi: problematiche di valutazione d'azienda.
- ✓ Analisi ed implementazione dei modelli organizzativi ex D.Lgs 231/2001.

- ✓ La gestione dei beni culturali attraverso l'uso di società di capitali.
- ✓ Le valutazioni di aziende e di beni con finalità giuridico-legali

Ha partecipato, fra l'altro, alle seguenti ricerche istituzionali:

- ✓ L'analisi delle cause di crisi e la formulazione dei piani di risanamento (sotto la guida del Prof. Luigi Guatri).
- ✓ L'uso del Capital Asset Pricing Model nella gestione dei patrimoni (coordinatore prof. Denis Zocco dell'Università di San Diego – California).
- ✓ La verifica empirica della leva societaria sui titoli italiani quotati (per l'istituto Lorenzetti coordinatore Prof. Sergio Pivato).
- ✓ Teoria e tecnica delle valutazioni d'azienda nei paesi di lingua tedesca (coordinatore Prof. Luigi Guatri).
- ✓ L'utilizzo dell'Option Pricing Theory per valutare i benefici della quotazione in Borsa (per il Comitato Direttivo degli Agenti di Borsa, sotto la guida del Prof. Mario Massari).
- ✓ Analisi empirica del comportamento delle imprese di medie dimensioni di fronte al mercato del capitale di rischio in Lombardia (per l'Università di Bergamo).

6) PRINCIPALI PUBBLICAZIONI

- ✓ I modelli di organizzazione e controllo ai sensi del D.Lgs. n. 231/2001. Uno strumento di governance per la creazione di valore, Diritto Penale XXI Secolo, Cedam 2/2008.
- ✓ Angelo Miglietta, Dario Peirone "Finance, innovation and the value of the firm", 8th Global Conference on Business & Economics, 18-19 Ottobre 2008 - Firenze.
- ✓ Angelo Miglietta, Matteo Pessione, Annalisa Zoragniotti "Urban blog as a strategic instrument in the local development and in the governance of urban area", 11th "Toulon - Verona Conference", 4-5 Settembre 2008 - Firenze
- ✓ Una valutazione complessiva delle attività di erogazione delle fondazioni grant-making piemontesi, in Patrimoni & Scopi - per un'analisi economica delle fondazioni, ed. Fondazione Giovanni Agnelli, 2007
- ✓ Gli interventi a sostegno dello sviluppo del territorio. L'esperienza della Fondazione CRT, in AA.VV. in "Fondazioni, politiche immobiliari e investimenti nello sviluppo locale", ed. Marsilio, 2007
- ✓ I meccanismi della Corporate governance, in Sinergie, nn. 73-74, 2007
- ✓ Mario Anaclerio, Angelo Miglietta, Simone Squaiella "Internal Auditing. Dalla teoria alla pratica", Ipsoa 2007
- ✓ Value Creation through Diversification Strategies, a new challenge for the Grocery Food: successful Italian Case Histories, con F. Testa e A. De Luca, Atti del Convegno "Heterogeneity, Diversification and Performance", tenutosi il 7-8 Luglio 2005 presso l'Università della Calabria, Sinergie 2007.
- ✓ Sfide di marketing per le utilities: il mercato del gas, con Fabio Cassia, in Management delle utilities, n. 1, 2006.
- ✓ Il sistema di controllo interno nelle Multiutilities: uno strumento di *corporate governance* per minimizzare i rischi e ottimizzare la gestione dei servizi, con Mario Anaclerio, ibidem, 2005.
- ✓ Il ruolo delle Fondazioni bancarie per le multiutilities locali: prospettive per la competitività del sistema paese Italia, a cura di Angelo Miglietta, Casa Editrice Giuffrè, 2005.
- ✓ La nozione di creazione di valore nelle imprese locali di Servizi Pubblici, ibidem.
- ✓ La governance delle Imprese di Pubblica Utilità, in L. Dezi, A. Gilardoni, A. Miglietta, F. Testa, Economia e Management delle Imprese di Pubblica Utilità, Cedam, Padova, 2005.

A. M.

- ✓ Angelo Miglietta, Elisa Rancati, Paola Silli "TQM in Italian High Education Institutions", in 7th "Toulon-Verona" Conference Proceeding, 2-3 September 2004 Università du Sud Toulon-Var, France.
- ✓ Oltre l'art. 35. Creazione di valore e di capacità competitiva con la separazione delle reti nelle multiutilities locali, con Federico Testa, in Management delle Utilities, nr. 1/2004.
- ✓ La recente esperienza delle IPO nel nostro Paese: come superare un insuccesso?, in "Quaderni del dipartimento di Economia Aziendale" dell'Università degli Studi di Bergamo – Anno 2003 n. 6.
- ✓ L'Organizzazione del Trasporto Pubblico in forma sistemica per la Customer Satisfaction. Quaderni del Dipartimento Aziendale dell'Università di Bergamo, con Alessandra De Luca, 2003.
- ✓ La Valutazione delle Aziende di Pubblica Utilità: una Premessa Logico Concettuale, con Andrea Gilardoni, in Management delle Utilities, nr.1/2003.
- ✓ Beyond the Myth of the Small and Medium Enterprise. In Order to Overcome the peter Pan Syndrome, in Business Policies and Strategies in a Global Market. A Framework for SMEs. Cases and Studies. Isasut, Torino 2002.
- ✓ La gestione dell'impresa fra competizione e valore, Giuffrè editore, Milano – 2001.
- ✓ La finanza aziendale fra economia d'impresa e teoria di creazione del valore azionario, in Sinergie, nr. 55 maggio-agosto 2001.
- ✓ Per una imprenditorialità senza frontiere. Raffronti socio-economici, culturali e formativi nella macro regione delle Alpi Occidentali, intervento al convegno Sinergie sul tema "Aree transfrontaliere – prospettive per il terzo millennio", CUEIM, Verona, ottobre 1999
- ✓ I centri commerciali naturali: una via per il rilancio delle città e del piccolo commercio, in Sinergie, nr. 1/99, CUEIM, Verona.
- ✓ Architettura e possibilità evolutive dell'"Activity Based Costing", in Budget, IFAF, n.4/95.
- ✓ Le relazioni strategiche tra industria e distribuzione: il caso del settore idrotermosanitario, Vita e Pensiero, Milano, pagg. 116.
- ✓ Costo e rendimento del capitale proprio in Sinergie, CUEIM, autunno 1995.
- ✓ La valutazione della convenienza alla quotazione in Borsa, Etas Libri, Milano, pagg. 205.
- ✓ La valutazione di convenienza della quotazione in borsa, in "Problemi di gestione dell'impresa", n. 2/93.
- ✓ La finanza di impresa di fronte al vincolo fiscale: una via per la massimizzazione del valore azionario, in Finanza, Marketing e Produzione, Egea, Milano, n. 3/92.
- ✓ Le valutazioni nelle operazioni di fusione, Etas Libri, Milano 1992, pagg. 133.
- ✓ La valutazione delle aziende nei paesi di lingua tedesca, in L. Guatri, La Valutazione delle Aziende. Teoria e pratica a confronto, Egea, Milano.
- ✓ Le recenti emissioni di eurobligazioni e le prospettive della Finanza delle imprese italiane in Rivista Milanese di Economia, n. 2/90.
- ✓ Gestione dei patrimoni mobiliari: caratteristiche generali e profili operativi del servizio, con P. Dacrema, in Direzione Bancaria, n. 2/89.
- ✓ Effetto capitalizzazione e prezzo di equilibrio dei titoli a reddito fisso, in Rivista della Borsa, n.4.
- ✓ Criteri di valutazione nelle operazioni di fusione, Working Paper S.D.A. Bocconi.
- ✓ Le casse previdenziali aziendali: quali vantaggi e opportunità? in Economia e Management, n. 1/89.
- ✓ Caso Zonca sulla valutazione delle aziende commerciali.
- ✓ Una verifica empirica della leva societaria: il caso Fiat. Working Paper Istituto Lorenzetti.
- ✓ La pianificazione quale strumento di controllo economico e finanziario della gestione, in A. Amaduzzi, ibidem.
- ✓ La strategia dell'impresa, in A. Amaduzzi, Economia Aziendale, vol. 2, Bari, Cacucci.

Alu

- ✓ Elementi e modelli per la valutazione dei valori mobiliari, Collana Università Bocconi, Giuffrè, Milano, pagg. 259.
- ✓ Caso Perugia, sulla valutazione dei prestiti obbligazionari.
- ✓ Problemi strategici connessi alle decisioni di sviluppo esterno, in Finanza, Marketing e Produzione, n.4/1987.

Si autorizza il trattamento dei dati personali ai sensi del D.Lgs 196/03

Angelo Giuffrè

DICHIARAZIONE

Il sottoscritto **Angelo Miglietta**, nato a Casale Monferrato (AL) il 21 ottobre 1961, codice fiscale MGL NGL 61R21 B885E, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Consiglio di Amministrazione della Società, ai sensi dell'articolo 15 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

attesta

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Consigliere di Amministrazione di Banca Generali S.p.A. ed il possesso, al medesimo fine, dei requisiti di onorabilità e professionalità prescritti dalla normativa vigente;
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firma Angelo Miglietta

Torino, 31/3/2009

CURRICULUM VITAE

Andrea de Vido

Nato a Treviso il 13 Novembre 1955 e residente a Treviso.
Sposato con Tiziana, pediatra; 2 figli di 17 e 13 anni.

Studi:

1978 laurea con lode in economia e commercio all'Università di Venezia.

1978 al 1980

Stoccolma-Milano: consulente junior presso la SIAR - Scandinavian Institute for Administrative Research, azienda di consulenza internazionale, con uffici nelle maggiori città in Europa e uffici a Tokio e Boston, specializzata nella consulenza, sia sul piano organizzativo che strategico, per società industriali e istituti finanziari.

1980 al 1981

New York: funzionario della Bank of America nell'area geografica responsabile dei clienti del Sud Europa, Nord Africa e Middle East.

1980

Fondatore di Finanziaria Internazionale

1982 ad oggi

CEO Finanziaria Internazionale, una delle più innovative istituzioni finanziarie in Italia, con un forte impegno nella finanza strutturata, nel corporate finance, nell' M&A, nello sviluppo del private equity e nella gestione del risparmio specialistico, situata nel nord est del Paese con uffici a Milano e Lussemburgo.

Finanziaria Internazionale Alternative Investment SGR

Presidente.

Finanziaria Internazionale Alternative Investment SGR è una società di gestione del risparmio speculativa, operante nei settori del reddito fisso, azionario e immobiliare con diversi fondi specializzati single manager.

Principali posizioni coperte al di fuori del Gruppo

Banca Generali - membro del Consiglio di Amministrazione.

Banca di Treviso - membro del Consiglio di Amministrazione (Gruppo Carife).

Banca Credinvest - Lugano - Presidente.

Gabetti Property Solutions - membro del Consiglio di Amministrazione.

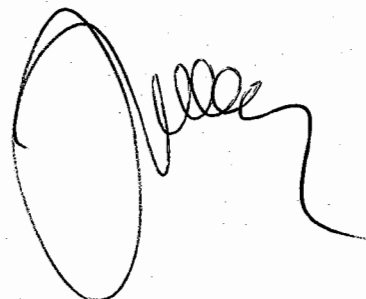
Marco Polo Holding - Presidente - società che detiene il 38,978% di SAVE Aeroporti di Venezia.

Ferak - Amministratore Delegato - società di investimento.

Sports

Vela, golf, sci

31 MAR. 2009



DICHIARAZIONE

Il sottoscritto **Andrea De Vido**, nato a Treviso il 13 novembre 1955, codice fiscale DVD NDR 55S13 L407R, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Consiglio di Amministrazione della Società, ai sensi dell'articolo 15 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

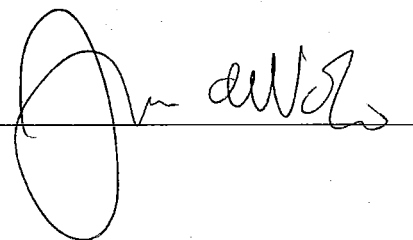
attesta

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Consigliere di Amministrazione di Banca Generali S.p.A. ed il possesso, al medesimo fine, dei requisiti di onorabilità e professionalità prescritti dalla normativa vigente;
- di essere di non essere
in possesso dei requisiti di indipendenza previsti dall'art. 148, comma terzo, del decreto legislativo 24 febbraio 1998 n. 58 e dal Codice di Autodisciplina della Borsa Italiana S.p.A.

Il sottoscritto dichiara altresì di non essere candidato in altra lista per l'elezione del Consiglio di Amministrazione della Società e di accettare irrevocabilmente la carica, ove nominato dalla suddetta Assemblea.

Il sottoscritto si impegna a comunicare tempestivamente ogni successiva variazione delle informazioni rese con la presente dichiarazione ed autorizza la pubblicazione del proprio *curriculum vitae* da parte di Banca Generali S.p.A., come da disposizioni applicabili.

firma



Treviso, **31 MAR. 2009**

CURRICULUM VITAE

FABIO BUSCARINI

Fabio BUSCARINI

Nato ad ANCONA il 6.2.1948

Residente a ROMA, Piazza Barberini, 12 – 00187

Diploma di ragioneria conseguito nel 1968;

Laurea in sociologia conseguita nel 1975.

Dal 01.01.2007 **Amministratore Delegato e Direttore Generale di INA Assitalia SpA**
Dal 01.05.2006 **Direttore Generale di INA SpA e di Assitalia SpA**
Dal 20.04.2006 **Amministratore Delegato di INA SpA e di Assitalia SpA**

Dal 1969 in ASSICURAZIONI GENERALI

1969 / 1971 Ispettore di Produzione presso l'Agenzia di Rho (Milano)
1971 / 1976 Ispettore Principale Incendi – Furti – Rischi Tecnologici nelle Marche
1976 / 1980 Formazione Professionale nell'ambito della Direzione Commerciale per l'Italia
1980 / 1990 Ispettore di Direzione nelle Marche
1990 / 2002 Agente Generale in Ancona
2002 / 2004 Direttore Centrale
01.03.2004 Vicedirettore Generale
01.04.2005 Direttore Generale

Consigli di Amministrazione

Consigliere Banca Generali

Consigliere Burgo Group SpA

Consigliere Fata Assicurazioni

Consigliere e Vice Presidente della IMPRE Finanziaria d'Impresa SpA

Incarichi ricoperti

marzo 2003 – aprile 2004

Consigliere Europ Assistance

marzo 2003 – aprile 2004

Consigliere Finagen

aprile 2003 – aprile 2006

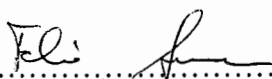
Consigliere Generali Vita

dicembre 2004 – agosto 2006

Presidente Risparmio Assicurazioni

Componente dell'Associazione CONSULTA delle Imprese di Roma e del Lazio

Roma, 31 marzo 2009

.....


DICHIARAZIONE

Il sottoscritto **Fabio Buscarini**, nato a Ancona il 6 febbraio 1948, codice fiscale BSC FBA 48B06 A271U, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Consiglio di Amministrazione della Società, ai sensi dell'articolo 15 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

attesta

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Consigliere di Amministrazione di Banca Generali S.p.A. ed il possesso, al medesimo fine, dei requisiti di onorabilità e professionalità prescritti dalla normativa vigente;
- di essere di non essere
in possesso dei requisiti di indipendenza previsti dall'art. 148, comma terzo, del decreto legislativo 24 febbraio 1998 n. 58 e dal Codice di Autodisciplina della Borsa Italiana S.p.A.

Il sottoscritto dichiara altresì di non essere candidato in altra lista per l'elezione del Consiglio di Amministrazione della Società e di accettare irrevocabilmente la carica, ove nominato dalla suddetta Assemblea.

Il sottoscritto si impegna a comunicare tempestivamente ogni successiva variazione delle informazioni rese con la presente dichiarazione ed autorizza la pubblicazione del proprio *curriculum vitae* da parte di Banca Generali S.p.A., come da disposizioni applicabili.

firma _____



Roma, 31/03/2009

List No. 1 for the appointment
of the Board of Statutory Auditors

BANCA GENERALI S.p.A.
Via Machiavelli 4
34132 Trieste

Trieste, 1 April 2009
./rev Ref. no. 55057

Re: Submission of a list for the appointment of the Board of Statutory Auditors

We are writing to provide the following information concerning the fourth item on the agenda for the Ordinary Shareholders' Meeting of Banca Generali S.p.A. scheduled for 21 April 2009 (first call) and 22 April 2009 (second call).

Given that Assicurazioni Generali S.p.A. holds a controlling interest (60.545%) in Banca Generali S.p.A., in accordance with article 15 of the Articles of Association, we hereby submit the enclosed list of candidates, arranged according to a progressive numbering scheme, for the appointment of the Board of Auditors of Banca Generali S.p.A.

Statements of acceptance of candidature for membership on the Board of Statutory Auditors certifying the non-applicability of any of the reasons for ineligibility or incompatibility, as well as satisfaction of all the requirements for office imposed under current regulations, are attached hereto.

The list in question will be filed at the registered office of Banca Generali S.p.A. in Trieste at Via Machiavelli 4.

Best regards,

ASSICURAZIONI GENERALI S.p.A.

LIST OF CANDIDATES

**for election to the Board of Statutory Auditors
General Shareholders' Meeting of 21 April 2009**

FIRST SECTION Acting Auditors		SECOND SECTION Alternate Auditors	
1	ALESSIO VERNI' Giuseppe	1	GAMBI Alessandro
2	VENCHIARUTTI Angelo	2	CAMERINI Luca
3	GIAMMATTEI Corrado		



Prot.:CEW/963/2009/CTS0056

2/4/2009

CAMERA DI COMMERCIO INDUSTRIA ARTIGIANATO E AGRICOLTURA DI TRIESTE
- UFFICIO REGISTRO DELLE IMPRESE -

CERTIFICATO DI ISCRIZIONE NELLA SEZIONE ORDINARIA ABBREVIATO

DATI IDENTIFICATIVI DELL'IMPRESA

Codice fiscale e numero d'iscrizione: 00079760328
del Registro delle Imprese di TRIESTE
data di iscrizione: 19/02/1996

Iscritta nella sezione ORDINARIA il 19/02/1996

Iscritta con il numero Repertorio Economico Amministrativo 6204 il 15/06/1925

Denominazione: ASSICURAZIONI GENERALI - SOCIETA' PER AZIONI

Forma giuridica: SOCIETA' PER AZIONI

Sede:
TRIESTE (TS) PIAZZA DUCA DEGLI ABRUZZI, 2 CAP 34132

Costituita con atto del 26/12/1831

INFORMAZIONI PATRIMONIALI E FINANZIARIE

Capitale Sociale in EURO:
deliberato 1.430.627.995,00
sottoscritto 1.410.113.747,00
versato 1.410.113.747,00

Il presente certificato riporta le notizie/dati iscritti nel Registro alla data odierna.


IMPOSTA DI BOLLO ASSOLTA IN MODO VIRTUALE. AUTORIZZAZIONE DELL'INTENDENZA DI FINANZA DI TRIESTE N. 10943/598-II DEL 9.6.1988.

RISCOSSI PER NR BOLLI	1	EURO	14,62
PER DIRITTI		EURO	5,00
TOTALE		EURO	19,62
TOTALE CON GLI IMPORTI ESPRESSI IN LIRE: 37989			

SI DICHIARA INOLTRE CHE A CARICO DELLA PREDETTA DITTA NON RISULTA PERVENUTA NEGLI ULTIMI 5 ANNI A QUESTO UFFICIO DICHIARAZIONE DI FALLIMENTO, LIQUIDAZIONE AMMINISTRATIVA COATTA, AMMISSIONE IN CONCORDATO O AMMINISTRAZIONE CONTROLLATA

L'IMPIEGATO ADDETTO
CLAR...


*** fine certificato ***

1)  intermediario:
BANCA GENERALI

**Certificazione di partecipazione
al sistema di gestione accentrata**
(D.Lgs. 24 febbraio 1998 n.58 e D.Lgs. 24 giugno 1998 n. 213)

2) Data 27/03/2009

ASSICURAZIONI GENERALI S.P.A.

**PIAZZA DUCA DEGLI ABRUZZI N. 2
34132 TRIESTE**

P.I. 00079760328

3) n. prog.annuo

4) 110
codice cliente

6) a richiesta di;

5) luogo e data di nascita

7) La presente certificazione, con efficacia fino al 22/04/2009, attesta la partecipazione al sistema di gestione accentrata del nominativo sopra indicato con i seguenti strumenti finanziari:

CODICE	DESCRIZIONE STRUMENTI FINANZIARI	QUANTITA'
IT0001031084	BANCA GENERALI S.P.A. AZ. ORDINARIE	39.559.623.-

8) Su detti strumenti finanziari risultano le seguenti annotazioni:

9) La presente certificazione viene rilasciata per l'esercizio del seguente diritto:

**SI ATTESTA IL POSSESSO DELLE AZIONI INDICATE PER IL DEPOSITO DELLE LISTE
DEI CANDIDATI PER IL COLLEGIO SINDACALE**

L'intermediario:
Banca Generali S.p.A.

Delega per l'intervento in assemblea

Il signor è delegato
a rappresentar per l'esercizio del diritto di voto.

Data Firma

- 1) Intermediario che rilascia la certificazione.
 2) Data di rilascio della certificazione.
 3) Numero progressivo annuo della certificazione attribuito da ciascun intermediario.
 4) Codice interno dell'intermediario per l'individuazione del titolare del conto.
 5) Nominativo, codice fiscale ed indirizzo del partecipante al sistema di gestione accentrata.
 6) Nominativo del richiedente se diverso dal nominativo sub 5.
 7) Fino a ... (data certa) ... , ovvero "illimitata".
 8) Formule del tipo: "Vincolo di usufrutto a favore di ...", "Vincolo di pegno a favore di ...", "vincolo del diritto di voto a favore del riportato ...".
 9) Diritto di cui all'art. 85 de D.Lgs. 58/98 e all'art 31 de D.Lgs. 213/98.

DICHIARAZIONE

Il sottoscritto **Giuseppe Alessio Verni**, nato a Trieste il 5 ottobre 1964, residente a Duino Aurisina (TS) in Via Aurisina Stazione n. 81/b, codice fiscale LSS GPP 64R05 L424Z, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Collegio Sindacale della Società, ai sensi dell'articolo 21 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

dichiara

sotto la propria responsabilità,

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Sindaco di Banca Generali S.p.A.;
- di possedere i requisiti di onorabilità, di professionalità ed indipendenza prescritti dalla normativa vigente e dallo Statuto sociale, per ricoprire la carica di Sindaco di una Banca.

Il sottoscritto dichiara altresì di non essere candidato in altra lista per l'elezione del Collegio Sindacale della Società e di accettare irrevocabilmente la carica, ove nominato dalla suddetta Assemblea.

Il sottoscritto si impegna a comunicare tempestivamente ogni successiva variazione delle informazioni rese con la presente dichiarazione ed autorizza la pubblicazione del proprio *curriculum vitae* da parte di Banca Generali S.p.A., come da disposizioni applicabili.

Trieste, 31/03/2009

firma



Si allega:

A) curriculum vitae aggiornato, illustrativo delle attività professionali esercitate.

Curriculum Vitae

Il sottoscritto Giuseppe Alessio Verni, nato a Trieste il 05 ottobre 1964, residente a Duino Aurisina (TS), Aurisina Stazione 81/b, codice fiscale LSS GPP 64R05 L424Z, dottore commercialista con studio in Trieste in Via Filzi n.1, dichiara:

- di essere coniugato con tre figli;
- di avere conseguito la Laurea in Economia e Commercio presso l'Università degli Studi di Trieste con la votazione di 107/110, nel mese di marzo del 1989;
- di essere iscritto all'Albo dei Dottori Commercialisti e degli Esperti Contabili di Trieste dal 30 gennaio 1992, a seguito di esame di stato presso l'Università di Trieste;
- di avere iniziato la propria collaborazione a tempo pieno presso un noto studio professionale a Trieste nell'aprile del 1990, diventandone associato dal mese di gennaio del 1995 ;
- di avere successivamente costituito un'associazione professionale tra dottori commercialisti nella quale attualmente riveste la carica di socio;
- di avere avuto modo, in questo contesto, di maturare esperienze nel campo contabile, amministrativo, finanziario, fiscale e del contenzioso tributario in genere, nonché nel campo della valutazione di aziende e del loro trasferimento (anche mortis causa), unitamente a più complesse operazioni aziendali quali cessioni, trasformazioni e fusioni tra società;
- di svolgere dal 1993 l'attività di curatore fallimentare presso il Tribunale di Trieste;
- di essere iscritto all'albo dei Revisori Ufficiali dei Conti con D.M. del 26 aprile 1995 (Gazzetta Ufficiale 28 aprile 1995, anno 136° n. 32 bis), di avere iniziato l'attività di sindaco dal 26 novembre 1992 e di rivestire attualmente l'incarico di Sindaco effettivo in varie società operanti prevalentemente nel settore assicurativo, bancario e finanziario (come da prospetto allegato);
- di essere stato nominato dal Tribunale di Trieste quale esperto per la stesura delle relazioni ai sensi degli artt. 2501 sexies e 2343 del Codice Civile in operazioni di fusione e di trasformazione societarie ;
- di essere iscritto nell'albo dei Periti e dei Consulenti Tecnici d'Ufficio del Tribunale di Trieste di avere svolto diversi incarichi in qualità di C.T.U e C.T.P

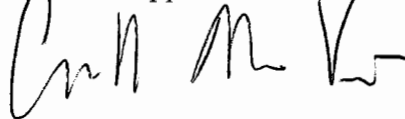


e di essere stato consulente della Procura e del Giudice delle Indagini Preliminari del Tribunale di Trieste in alcuni procedimenti penali;

- di avere redatto numerose perizie di parte in procedimenti penali per reati di natura societaria nei confronti di amministratori e sindaci (falso in bilancio, omessa tempestiva convocazione dell'assemblea, ecc.);
- di essere iscritto all'Albo dei Revisori di Enti Cooperativi (servizio di vigilanza sulle Cooperative) dal mese di novembre del 1997 e di avere ricevuto numerosi incarichi di revisioni ordinarie e straordinarie;
- di avere svolto l'attività di Commissario liquidatore di Cooperative su nomina da parte della regione FVG;
- di essere stato nominato membro della Commissione per l'abilitazione all'esame di Stato di dottore commercialista nell'esercizio 2005-2006;
- di avere rivestito la carica di Consigliere dell'Ordine dei Dottori Commercialisti di Trieste nel triennio 2000-2003 e di essere stato nominato Consigliere dell'Ordine dei Dottori Commercialisti e degli Esperti Contabili per il quinquennio 2008-2012.

Trieste 31 marzo 2009

dott. Giuseppe Alessio Verni



Situazione al 31 marzo 2009

Cariche di sindaco effettivo

Società commerciali

Assicurazioni Generali S.p.A:	quotata	
Banca Generali S.p.A.	quotata	Presidente
Premuda S.p.A.	quotata	
Europ Assistance Italia S.p.A.		Presidente
Banca BSI S.p.A.		Presidente
Genertellife S.p.A.		Presidente
Generali Horizon S.p.A:		Presidente
S.Alessandro Fiduciaria S.p.A.		Presidente
UMS Immobiliare Genova S.p.A.		
Grandi Iniziative S.p.A.		
Genertel S.p.A.		
Simgenia SIM S.p.A.		
Europ Assistance Service S.p.A.		



DICHIARAZIONE

Il sottoscritto **Angelo Venchiarutti**, nato a Roma il 20 settembre 1956, residente a Trieste in Via dell'orologio n. 6, codice fiscale VNC NGL 56P20 H501I, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Collegio Sindacale della Società, ai sensi dell'articolo 21 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

dichiara


sotto la propria responsabilità,

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Sindaco di Banca Generali S.p.A.;
- di possedere i requisiti di onorabilità, di professionalità ed indipendenza prescritti dalla normativa vigente e dallo Statuto sociale, per ricoprire la carica di Sindaco di una Banca.

Il sottoscritto dichiara altresì di non essere candidato in altra lista per l'elezione del Collegio Sindacale della Società e di accettare irrevocabilmente la carica, ove nominato dalla suddetta Assemblea.

Il sottoscritto si impegna a comunicare tempestivamente ogni successiva variazione delle informazioni rese con la presente dichiarazione ed autorizza la pubblicazione del proprio *curriculum vitae* da parte di Banca Generali S.p.A., come da disposizioni applicabili.

Trieste, 30 marzo 2009

firma 

Si allega:

A) curriculum vitae aggiornato, illustrativo delle attività professionali esercitate.

Prof. Angelo Venchiarutti
professore di Istituzioni di Diritto Privato
Dipartimento di scienze giuridiche
Università degli Studi di Trieste

via dell'Orologio 6
I-34121 Trieste (Italia)
tel. e fax 040 309694

Curriculum vitae

Angelo Venchiarutti, nato a Roma, il 20 settembre 1956.
Codice Fiscale: VNCNGL56P20H501I

Titolo di studio

Laurea in Giurisprudenza all'Università degli studi di Trieste - 1981.

Posizione professionale.

Professore universitario di ruolo di Istituzioni di Diritto Privato (IUS/01), a partire dal novembre 1999, e già ricercatore universitario in Diritto Civile (NX0I), a partire dal maggio 1983.

Sindaco effettivo delle seguenti società: Banca Generali S.p.A.; Fondi Alleanza S.G.R.p.A.; S. Alessandro Fiduciaria S.p.A.; BGFiduciaria SIM S.p.A.; GENERALI Investments S.p.A. SGR; Generali Immobiliare Italia, SGR, S.p.A.

Attività accademica

Attuale componente del Senato Accademico dell'Università di Trieste (quale rappresentante dei settori scientifico disciplinari delle scienze giuridiche e politiche) (triennio 2004-2006 e triennio 2007-2009).

Già direttore del Dipartimento Giuridico dell'Economia nel periodo dal 2002 al 2006.

Attività didattica

Corsi universitari - A partire dall'anno accademico 1998/99, titolare dei corsi di "Istituzioni di diritto privato" (Corso di Laurea teledidattico in amministrazione e gestione delle imprese) "Diritto dell'Unione Europea", "Diritto Comunitario dell'Economia", presso la Facoltà di Economia dell'Università di Trieste.

Dall'a/a 2004/05 professore "Diritto Privato Comparato" presso la Scuola Superiore dei Lingua Moderne Interpreti e Traduttori dell'Università degli studi di Trieste

Dall'anno accademico 2005/06 Professore supplente di "Istituzioni di Diritto Privato" e "Diritto civile" presso la Facoltà di Giurisprudenza di Alessandria - Università del Piemonte orientale "A. Avogadro".

Dall'a/a 2002/2003, responsabile d'area di "Diritto Comparato e Comunitario" del Master Universitario di 1 livello "Mercato diritti e Consumi" dell'Università di Bologna (sede di Rimini), Facoltà di Economia.

Attività scientifica

Autore di numerose pubblicazioni in diritto civile, diritto privato comparato, diritto commerciale e assicurativo. L'attività scientifica ha riguardato principalmente i seguenti settori: obbligazioni e contratti, responsabilità civile, persone fisiche, e società.

Principali progetti di ricerca: 2006-2008 - Progetto MIUR, "Diversità e soggetti deboli" 2000-2002 - Progetto MURST "Strumenti di diritto privato per la tutela dell'ambiente nei diversi sistemi nazionali"; 2000-2001 - Progetto Regione FVG "Commercio elettronico: strumenti giuridici per l'iniziativa economica"; 2000 - Programma della Commissione Europea - Direzione Generale dell'Ambiente su "La responsabilità civile per danno all'ambiente"; 1987-1990 - Responsabile del progetto C.N.R. "Tutela della persona e riforma del codice civile"; in precedenza componente di unità di ricerca in vari progetti MPI-MIURST 40% e 60%.

Principale attività di ricerca e congressuale all'estero: 2008 e 2007 - Convegni presso la Commissione Europea, Bruxelles; 2005 - Universidade da Coruña (Spagna); 2003 Louisiana State University - Baton Rouge - Louisiana; 1999 - School of Law, University of California, Berkeley; 1998 - Università di Montpellier; 1990 - School of Law, University of California, Berkeley; 1989 - Università di Barcellona; 1985 - "Institute of Advanced Legal Studies" di Londra; 1984 - Université de Droit de Paris 1°.

Trieste 20 marzo 2009

Angelo Venchiarutti

DICHIARAZIONE

Il sottoscritto **Corrado Giammattei**, nato a Torino il 30 ottobre 1958, residente a Trieste in Via Besenghi n. 6, codice fiscale GMM CRD 58R30 L219Z, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Collegio Sindacale della Società, ai sensi dell'articolo 21 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

dichiara

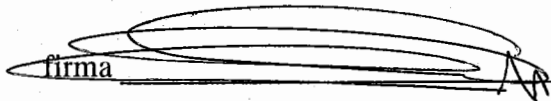
sotto la propria responsabilità,

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Sindaco di Banca Generali S.p.A.;
- di possedere i requisiti di onorabilità, di professionalità ed indipendenza prescritti dalla normativa vigente e dallo Statuto sociale, per ricoprire la carica di Sindaco di una Banca.

Il sottoscritto dichiara altresì di non essere candidato in altra lista per l'elezione del Collegio Sindacale della Società e di accettare irrevocabilmente la carica, ove nominato dalla suddetta Assemblea.

Il sottoscritto si impegna a comunicare tempestivamente ogni successiva variazione delle informazioni rese con la presente dichiarazione ed autorizza la pubblicazione del proprio *curriculum vitae* da parte di Banca Generali S.p.A., come da disposizioni applicabili.

Trieste, 21 MARZO 2009


firma

Si allega:

A) curriculum vitae aggiornato, illustrativo delle attività professionali esercitate.

**GIAMMATTEI
CORRADO
CURRICULUM VITAE**



INFORMAZIONI PERSONALI

Nome	Giammattei Corrado
Indirizzo Ufficio	Via Paolo Veronese n. 10 34100 - Trieste
Indirizzo Casa	Via Paolo Veronese n. 10 34100 - Trieste
Telefono	0405708147
Fax	0405705492
E-mail	studio@giammattei.191.it

Nazionalità	Italiana
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Data di nascita	30 ottobre 1958 - Torino
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ESPERIENZA LAVORATIVA

• dal 1985	Iscrizione Albo dei Dottori Commercialisti e relativo esercizio della professione
• Nome e indirizzo del datore di lavoro	Libero professionista
• Tipo di azienda o settore	
• Tipo di impiego	
• Principali mansioni e responsabilità	

ISTRUZIONE E FORMAZIONE

• Date	In data 10 marzo 1984 laurea in economia e commercio
• Nome e tipo di istituto di istruzione o formazione	Università degli Studi di Trieste
• Qualifica conseguita	Dottore in Economia e Commercio

CAPACITÀ E COMPETENZE PERSONALI

PRIMA LINGUA	ITALIANO
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ALTRE LINGUE

	INGLESE
• Capacità di lettura	Scolastica
• Capacità di scrittura	Scolastica
• Capacità di espressione orale	Scolastica


CAPACITÀ E COMPETENZE TECNICHE	BUONA CONOSCENZA PROGRAMMI INFORMATICI WINDOWS E OFFICE
ALTRE ESPERIENZE	
HOBBIES	Fotografia
PATENTE O PATENTI	Patenti di guida A e B.
OBBLIGHI DI LEVA	Assolti
ALLEGATI	Elenco cariche ricoperte alla data del 31 marzo 2009

Alla data di sottoscrizione del presente curriculum ricopre le seguenti cariche:

AZIENDA AGRICOLA SAN GIORGIO SPA	Presidente del Collegio Sindacale
BANCA SVIZZERA ITALIANA SPA	Presidente del Collegio Sindacale
CASALETTO SRL	Presidente del Collegio Sindacale
CESTAR SPA	Presidente del Collegio Sindacale
DOM DOTTO SPA	Presidente del Collegio Sindacale
ENOFILA SRL	Presidente del Collegio Sindacale
EUROP ASSISTANCE TRADE SPA	Presidente del Collegio Sindacale
GENERALI FACTORING SPA	Presidente del Collegio Sindacale
GENERALI THALIA S.G.R. S.P.A.	Presidente del Collegio Sindacale
GENERALI BUSINESS SOLUTIONS S.C.p.A.	Presidente del Collegio Sindacale
IL PINO S.R.L.	Presidente del Collegio Sindacale
MANGART CAPITAL PARTNERS S.G.R. S.p.a.	Presidente del Collegio Sindacale
MARI E MAZZAROLI SPA	Presidente del Collegio Sindacale
SAN GIORGIO SPA	Presidente del Collegio Sindacale
SAN GIORGIO 2 SPA	Presidente del Collegio Sindacale
BALTEA S.R.L.	Sindaco Effettivo
C.M.C. SPA	Sindaco Effettivo
COLCA SRL	Sindaco Effettivo
EUROP ASSISTANCE ITALIA SPA	Sindaco Effettivo
EUROP ASSISTANCE SERVICE SPA	Sindaco Effettivo
EUROP ASSISTANCE VAI SPA	Sindaco Effettivo
FINAGEN SPA	Sindaco Effettivo

FINCAT SPA	Sindaco Effettivo
GENAGRICOLA SPA	Sindaco Effettivo
GENERALI HORIZON SPA	Sindaco Effettivo
INDUSTRIE RIUNITE DEL CAFFE' SPA	Sindaco Effettivo
INF SPA	Sindaco Effettivo
GENERTEL LIFE S.P.A.	Sindaco Effettivo
MOVENDA SPA	Sindaco Effettivo
RISPARMIO ASSICURAZIONI SPA	Sindaco Effettivo
SANT'ANDER SPA	Sindaco Effettivo
TELECONTACT CENTER SPA	Sindaco Effettivo
TELEQUATTRO SRL	Sindaco Effettivo
UMS IMMOBILIARE GENOVA SPA	Sindaco Effettivo
WIRELAB spa	Sindaco Effettivo
EXTRABANCA SPA	Consigliere di amministrazione
INITIUM SPA	Liquidatore

In Fede


dott. Corrado Giammattei

Trieste, 31 marzo 2009

Ai sensi e per gli effetti di cui alla legge 675/1996, autorizzo il trattamento dei dati personali sopra indicati.

DICHIARAZIONE

Il sottoscritto **Alessandro Gambi**, nato a Ferrara il 17 maggio 1965, residente a Trieste in Via delle Monache n. 2, codice fiscale GMB LSN 65E17 D548T, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Collegio Sindacale della Società, ai sensi dell'articolo 21 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

dichiara

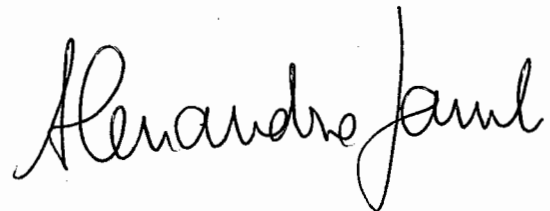
sotto la propria responsabilità,

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Sindaco di Banca Generali S.p.A.;
- di possedere i requisiti di onorabilità, di professionalità ed indipendenza prescritti dalla normativa vigente e dallo Statuto sociale, per ricoprire la carica di Sindaco di una Banca.

Il sottoscritto dichiara altresì di non essere candidato in altra lista per l'elezione del Collegio Sindacale della Società e di accettare irrevocabilmente la carica, ove nominato dalla suddetta Assemblea.

Il sottoscritto si impegna a comunicare tempestivamente ogni successiva variazione delle informazioni rese con la presente dichiarazione ed autorizza la pubblicazione del proprio *curriculum vitae* da parte di Banca Generali S.p.A., come da disposizioni applicabili.

Trieste, 30 marzo 2009



Si allega:

A) curriculum vitae aggiornato, illustrativo delle attività professionali esercitate.

Spettabile
Banca Generali S.p.a

Trieste, 30 marzo 2009

Oggetto: Curriculum vitae ed elenco delle cariche sociali attualmente rivestite

Alessandro GAMBI è nato a Ferrara il 17.05.1965. Laurea in Economia e Commercio presso l'Università degli Studi di Trieste. Iscritto all'Ordine dei Dottori Commercialisti e degli Esperti Contabili di Trieste, Albo Sezione A, n. 207, iscritto nel Registro dei Revisori Contabili con Decreto Ministeriale del 31 dicembre 1999 Gazzetta Ufficiale n.14, 4a Serie Speciale del 18 febbraio 2000 (numero di iscrizione 112203) e iscritto all'Albo dei Consulenti Tecnici ed all'Albo dei Periti dal 27/08/1999.

Attualmente lo scrivente esercita la professione di dottore commercialista in forma associata.

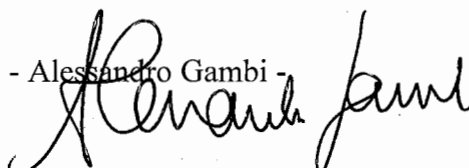
L'attività professionale è dedicata in via pressoché esclusiva alla consulenza aziendale, societaria e tributaria in genere; quest'ultima con una netta specializzazione nell'imposta sul reddito delle società per quanto concerne le imposte dirette e l'imposta sul Valore Aggiunto per quanto concerne le imposte indirette.

Alla predetta attività di consulenza si affianca l'espletamento di incarichi in qualità di esperto ex art. 2343 c.c. in occasione di operazioni straordinarie.

Lo scrivente attualmente ricopre la carica di Presidente del Collegio e sindaco effettivo nelle seguenti società:

Alleanza Assicurazioni S.p.a., Alleanza Toro S.p.a., BG Società di Gestione del Risparmio S.p.a., SIMGENIA S.p.a., BG Fiduciaria Sim S.p.a., Genagricola S.p.a., Società Agricola San Giorgio S.p.a., Società Agricola Casaletto S.r.l., INF Società Agricola S.p.a., Il Pino S.r.l., Prunus S.p.a., IMMOBILIARE XXVI S.r.l., D.A.S. Difesa Automobilistica Sinistri S.p.a., Generali Factoring S.p.A, Previnet Servizi per la previdenza S.p.a., Protos S.p.a.

Distinti saluti.

- Alessandro Gambi -


DICHIARAZIONE

Il sottoscritto **Luca Camerini**, nato a Trieste l'8 ottobre 1963, residente a Trieste in Via Catullo n. 10, codice fiscale CMR LCU 63R08 L424H, invitato a far parte della lista che il socio Assicurazioni Generali S.p.A. intende presentare all'Assemblea ordinaria e straordinaria di Banca Generali S.p.A. convocata per il giorno 21 aprile 2009 in prima convocazione e per il giorno 22 aprile 2009 in seconda convocazione, per deliberare, tra l'altro, in ordine alla nomina del Collegio Sindacale della Società, ai sensi dell'articolo 21 dello Statuto della medesima,

dichiara

di accettare la suddetta candidatura e pertanto

dichiara

sotto la propria responsabilità,

- l'inesistenza di cause di ineleggibilità e di incompatibilità a ricoprire la carica di Sindaco di Banca Generali S.p.A.;
- di possedere i requisiti di onorabilità, di professionalità ed indipendenza prescritti dalla normativa vigente e dallo Statuto sociale, per ricoprire la carica di Sindaco di una Banca.

Il sottoscritto dichiara altresì di non essere candidato in altra lista per l'elezione del Collegio Sindacale della Società e di accettare irrevocabilmente la carica, ove nominato dalla suddetta Assemblea.

Il sottoscritto si impegna a comunicare tempestivamente ogni successiva variazione delle informazioni rese con la presente dichiarazione ed autorizza la pubblicazione del proprio *curriculum vitae* da parte di Banca Generali S.p.A., come da disposizioni applicabili.

Trieste, 30-03-2009

firma Luca Camerini

Si allega:

A) curriculum vitae aggiornato, illustrativo delle attività professionali esercitate.

CURRICULUM VITAE DI LUCA CAMERINI

NUMERO ISCRIZIONE ORDINE DEI DOTTORI COMMERCIALISTI E DEGLI
ESPERTI CONTABILI: **ALBO SEZ A N. 158**
NUMERO ISCRIZIONE REGISTRO REVISORI CONTABILI: **9773**

Nato a Trieste il 08.10.1963;

* nel 1982 ha conseguito il diploma di maturità scientifica presso il Liceo scientifico G. Oberdan di Trieste;

* nel 1988 si è laureato in economia e commercio - facoltà di economia e commercio - Università degli studi di Trieste - con il punteggio di 110 su 110;

* ha adempiuto agli obblighi di leva in qualità di Ufficiale di complemento - Marina Militare, Accademia Navale di Livorno - Corpo C.P., congedandosi in dicembre 1989;

* nel 1990 ha iniziato la sua attività professionale in qualità di dipendente presso la società di revisione "Ria - Mazars" ora "Mazars & Guerard S.p.a" con sede a Milano;

* nel corso dei due anni svolti presso la sopracitata società ha partecipato a lavori aventi per oggetto la certificazione di bilancio di società industriali e di servizi, anche con riferimento a società quotate o a società di importanti gruppi industriali soggette a certificazione obbligatoria;

* ha partecipato a corsi di formazione e qualificazione professionale organizzati dalla società di revisione stessa, aventi ad oggetto le varie aree di bilancio sia sotto il profilo dei corretti principi contabili sia sotto il profilo dei principi di revisione;

* nel 1992 ha superato l'esame di stato per l'abilitazione all'esercizio della professione di dottore commercialista ottenendo quindi l'iscrizione all'albo dei Dottori Commercialisti della Provincia di Trieste;

* per effetto dei due anni di attività presso la società di revisione e del conseguimento dell'abilitazione professionale ha ottenuto l'iscrizione al registro dei revisori contabili, potendo quindi svolgere le funzioni di sindaco effettivo ai sensi della vigente normativa;

* da settembre 1992 e fino al mese di giugno 94 ha collaborato a tempo pieno con lo studio legale tributario dell'avvocato Corrado Diso, ove ha approfondito in particolare le tematiche relative al contenzioso tributario;

* dal luglio 1994 e fino ad aprile 2007 ha collaborato a tempo pieno con lo studio associato Lonzar - Lucchi, occupandosi in particolare di bilanci, di problematiche fiscali e societarie in genere nonché di procedure fallimentari;

* dal mese di aprile 2008 svolge l'attività professionale con studio proprio in via Coroneo 5

* in data 26.07.2000 ha ottenuto l'iscrizione all'albo dei consulenti tecnici d'ufficio del Tribunale di Trieste e all'albo dei periti del Tribunale di Trieste;

* svolge attività di curatore fallimentare e consulente tecnico d'ufficio per il Tribunale di Trieste nonché di professionista delegato alle esecuzioni immobiliari.

* è sindaco effettivo delle seguenti società:

- Arti Grafiche Julia S.p.a con sede a San Dorligo della Valle (TS) codice fiscale 00054020326;

- "Plastidite S.p.a" con sede a San Dorligo della Valle (TS) codice fiscale 00520930322;

- "Terziaria Trieste S.r.l" (con socio unico) con sede a Trieste codice fiscale 00651770323;

- "Antonini Legnami S.r.l" con sede a Trieste codice fiscale 00676380322;

- "All Import S.p.a" con sede a Trieste codice fiscale 00696480326;

- "Fin Buy Lease S.p.a" con sede a Trieste codice fiscale 00769810326;

- "Aredamenti civili e navali Vitrani S.p.a." con sede a Muggia (TS) codice fiscale 00847570322;

- "Prunus S.p.a" con sede a Trieste codice fiscale 01634740151;

- "Generali Investments Italy S.p.a - Generali S.G.R SPA" con sede a Trieste codice fiscale 05641591002;

- "Finagen S.p.a" con sede in Mogliano Veneto (TV) codice fiscale 02125750279;

* conoscenza lingua inglese scritta e parlata.

Trieste 30-03-2009

Luca Camerini
