

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSED RESOLUTIONS

Pursuant to Article 126-*bis* of Legislative Decree No. 58 of 24 February 1998, Shareholders, who individually or jointly account for at least one fortieth of the share capital may ask, within ten days of publication of the notice of calling (i.e., within 30 March 2013), for additions to the Agenda or present new proposed resolutions for items already on the Agenda, specifying in the request the additional items or proposed resolutions.

No additional items may be placed on the Agenda in respect of matters regarding which, under law, the Shareholders' Meeting may pass resolutions only at the motion of the Directors or on the basis of a project or report drawn up by the latter and falling outside the scope of Article 125-*ter*, subsection 1, of the TUF.

Pursuant to Article 126-*bis*, subsection 1, of the TUF, those with voting rights may individually present proposed resolutions in the shareholders' meeting.

The application and a report on the issues on which a debate and discussion is proposed, or the reasons underlying new proposed resolutions in respect of matters already on the agenda, must be lodged in writing with the Company's operating offices at the following address:
BANCA GENERALI S.p.A., Servizio Segreteria Societaria, Via Ugo Bassi 6, 20159 - Milan - Italy
by the foregoing deadline, along with a copy of the notice required by law to attend the Shareholders' Meeting.

Additions to the agenda and/or new proposed resolutions in respect of matters already on the agenda, with the reports illustrating such additions and proposals, and any observations made by the Board of Directors, shall be published by the Company on its website, www.bancagenerali.com, by 9 April 2013.

New proposed resolutions in respect of matters already on the agenda shall be made public at the time of the publication of the announcement of their tabling, in accordance with the same procedures and formalities applicable to documents pertaining to General Shareholders' Meetings, together with the report drawn up by the shareholders raising the said motions, duly accompanied by any and all observations by the Board of Directors.

REGULATORY FRAMEWORK OF REFERENCE

The regulatory framework of reference is included in Article 126-*bis* of Legislative Decree No. 58 of 24 February 1998 (Finance Consolidation Act or TUF), as reported below.

Article 126-*bis* (TUF) (Additions to the Agenda of the Shareholders' Meeting and Presentation of New Proposed Resolutions)

1. Shareholders, who individually or jointly account for at least one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with Article 125-*bis*, subsection 3 or Article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the shares, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually

present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of Article 135.

2. Additions to the agenda or the presentation of new proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. New proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to Article 125-*ter*, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with Article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with Article 125-*bis*, subsection 3.

3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolves on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under Article 125-*ter*, subsection 1.

4. Shareholders requesting addition to the agenda in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to new proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the application for addition to the agenda. The administrative body shall make the report available to the public, accompanied by its own observations if any, at the same time as publishing news of the additions to the agenda or presentation of new proposed resolutions in the ways pursuant to Article 125-*ter*, subsection 1.

5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the administrative and control bodies, where their refusal to do so should prove to be unjustified, orders the additions to the agenda by decree. The decree is published in the ways set out by Article 125-*ter*, subsection 1.