



**Ordinary and Extraordinary General Meeting
May 6, 2010**

Minutes

- 826 shareholders owning 77,549,976 shares representing 84.53 % of voting rights, were present in person, by proxy or voted by mail at the Mixed General Meeting held on May 6, 2010 at EUROSITES GEORGE V, 28 Avenue George V 75008 Paris.
- All the resolutions submitted to shareholders vote were approved.

The statutory and consolidated financial statements for the year ended December 31, 2009 were approved as well as the amount of the dividend set at Euro 1.00. The payment of the final dividend of Euro 0.56 per share, relating to shares benefiting from the interim dividend of Euro 0.44 per share paid on October 9, 2009, will be made on May 14, 2010.

The General Meeting has also renewed Generali Vie's term of office as Director for a period of three years until the Ordinary General Meeting to approve the financial statements for the year ending December 31, 2012. Moreover, the General Meeting has appointed Ernst & Young and KPMG SA as Statutory Auditors and Auditex and Mr Malcolm McLarty as Alternate Auditors for a period of six fiscal years ending after the Ordinary General Meeting to approve the financial statements for the year ending December 31, 2015.

The General Meeting has renewed the authorization granted to the Board of Directors for the purpose of purchasing ordinary shares of the Company.

Besides, the General Meeting decided to harmonize the by-laws with the provisions of the law according shareholders to participate in meetings by electronic telecommunications means.

Moreover, the General Meeting has delegated the authorizations to the Board of directors to:

- . decide to issue shares or securities entitling the holder to the allocation of new or existing shares in the Company or debt securities, without preferential subscription rights, within the framework of an offer as stated in Article L.411-2-II of the French Monetary and Financial Code
- . increase the Company's share capital or to transfer treasury shares to employees

Result of the vote

• Resolutions within the powers of the Ordinary General Meeting

<i>Resolution</i>	<i>Purpose</i>	<i>For</i>	<i>Against</i>	<i>Abstained</i>
n° 1	Approval of the Company financial statements	99.98%	0.02%	0.00%
n° 2	Approval of the consolidated financial statements	99.98%	0.02%	0.00%
n° 3	Allocation of income for the year – Setting of the dividend	98.60%	1.40%	0.00%
n° 4	Regulated agreements	99.64%	0.36%	0.00%
n° 5	Renewal of Generali Vie's term of office as Director	98.38%	1.62%	0.00%
n° 6	Appointment of Ernst & Young as Statutory Auditor	99.42%	0.58%	0.00%
n°7	Appointment of KPMG SA as Statutory Auditor	99.98%	0.02%	0.00%
n°8	Appointment of AUDITEX as Alternate Auditor	98.88%	1.12%	0.00%
n°9	Appointment of Mr Malcolm McLarty as Alternate Auditor	98.87%	1.13%	0.00%
n° 10	Authorization for the Company to purchase its own shares	87.25%	12.75%	NS*

• Resolutions within the powers of the Extraordinary General Meeting

<i>Resolution</i>	<i>Purpose</i>	<i>For</i>	<i>Against</i>	<i>Abstained</i>
n° 11	Harmonizing the by-laws with the provisions of the law allowing shareholders to participate in meetings by electronic telecommunications means	99.99%	NS*	0.00%
n° 12	Delegation of authority to the Board of Directors to issue shares or securities entitling the holder to the allocation or new or existing shares in the Company or debt securities, without preferential subscription rights, within the framework of an offer as stated in Article L.411-2-II of the French Monetary and Financial Code	94.84%	4.96%	0.2%
n° 13	Authorization given to the Board of Directors to increase the Company's share capital or to transfer treasury shares to employees	99.95%	0.05%	0.00%
n°14	Powers for formalities	99.99%	NS*	0.00%

* NS : not significant
