

VITTORIA ASSICURAZIONI S.p.A.
Sede Milano – Via Caldera, 21
Capitale Sociale Euro 65.788.948,00 interamente versato
Iscritta all'Albo delle Imprese di assicurazione e riassicurazione Sez. I – n. 1.00014
Capogruppo del Gruppo Assicurativo Vittoria Assicurazioni S.p.A.
Codice fiscale e numero di iscrizione al Registro Imprese di Milano: 01329510158

Call of General Meeting

The shareholders of Vittoria Assicurazioni SpA are called to attend the ordinary General Meeting (AGM) to be held at Hotel Brun – Via Caldera, 21 - Milan, on Friday, 23 April 2010, at 10:30 a.m. on the first call and, if necessary, on Saturday, 24 April 2010, at the same time and place on the second call, to discuss and vote on the following:

AGENDA

1. Financial statements for the year ending on 31 December 2009 and reports of the Board of Directors and of the Board of Statutory Auditors; related resolutions;
2. Appointment of the Board of Directors, after establishing the number of its members, and establishment of related remuneration;
3. Appointment of the Board of Statutory Auditors, after establishing the emolument for standing statutory auditors.

The documentation required by current regulations concerning agenda items will be lodged at the company's registered offices and c/o Borsa Italiana SpA, the company managing the Italian stock market, by the legally established deadline, at the disposal of whoever asks for it. The same documents will be available on the Company's website at the address www.vittoriaassicurazioni.com, in the Investor Relations section.

The appointment of the members of the Board of Directors and of the Board of Statutory Auditors will take place on lists of candidates according to Articles 10 and 17 of the Company Bylaws, which is available on the Company's website www.vittoriaassicurazioni.it in the Governance section.

In particular, it is pointed out that:

- Pursuant to Articles 10 and 17 of the Company Bylaws, appointment of the members of the Board of Directors and of the Board of Statutory Auditors will take place on lists presented by shareholders who, alone or together with other presenting shareholders, own total voting equity stock accounting for at least 2.5% of share capital with the right to vote at Ordinary Shareholders' Meetings.
- The lists presented by shareholders, signed by the persons presenting them, must be lodged at the Company's registered headquarters at least 15 (fifteen days) before the date fixed for shareholders' meeting on first call – and therefore by the end of the day on Thursday, 8 April 2010 – and will be made public by the Company according to current rules.
- If, upon expiry of the above deadline, as regards appointment of the Board of Statutory Auditors, only one list has been lodged (or lists that are interlinked according to the definitions of current rules), lists for appointment of the Board of Statutory Auditors can be presented until the fifth day after the deadline. In this case, the threshold for presentation of



lists for appointment of the Board of Statutory Auditors is reduce to 1.25% of share capital with the right to vote at Ordinary Shareholders' Meetings.

Together with each list presented for appointment of the Board of Directors, the following documentation must be lodged at the Company's registered headquarters:

- Specific certification issued by a licensed intermediary demonstrating ownership of the number of shares necessary to present the lists;
- The declarations with which individual candidates accept their candidacies and certify, under their own responsibility, the absence of any causes of ineligibility and incompatibility, as well as possession of the requisites established for their respective offices;
- A curriculum vitae concerning each candidate's personal and professional characteristics with the indication, if applicable, of his/her ability to qualify as an independent director.

Together with each list presented for appointment of the Board of Statutory Auditors – which must consist of two sections, one for appointment of standing statutory auditors and one for appointment of substitute statutory auditors – the following documentation must be lodged at the Company's registered headquarters:

- Information on the identity of the shareholders who have presented the lists, indicating the total percent shareholding owned, and certification demonstrating the ownership of the shareholding in question;
- Exhaustive information on the candidates' personal characteristics, as well as a declaration by the candidates themselves certifying possession of legally established requisites and their acceptance of candidacy, plus a list of any directorships or statutory auditor offices held in other companies.
- In the case of presentation of a list by shareholders other than those owning, also jointly, a controlling or relative-majority shareholding, a declaration must also be lodged certifying the absence of links, such as those indicated in current legislation and regulations, with the latter.

Lists presented that fail to meet the above requirements will be considered not to have been submitted.

Pursuant to Article 84, paragraph 2, of the Regulation adopted with CONSOB (Italian securities & exchange commission) resolution no. 11971 of 14 May 1999 [the Issuers' Regulation], it is specified that:

- As per Article 8 of the Company Bylaw, Article 85 of Italian Legislative Decree no. 58/1998, and Article 23 of the joint Regulation adopted by the Bank of Italy and the CONSOB on 22 February 2008, holders of ordinary shares for which the Company has received the intermediary's notification required by Article 2370 of the Italian Civil Code within the deadline of two working days before the date of the shareholders' meeting on first call, will have the right to take part in the shareholders' meeting.
- Holders of ordinary shares that have not yet been dematerialised must hand over their share certificates to an authorised party beforehand, so that they can be included in the centralised dematerialised management system, and request that the aforementioned notification be sent to Vittoria Assicurazioni SpA.
- Share capital is currently € 65,788,948.00, divided into 65,788,948 ordinary shares with a par value of € 1.00 each. Each share gives the right to one vote.
- Each shareholder who has the right to take part in the Shareholders' Meeting can be represented by means of a written proxy pursuant to current legal requirements, also by signing the proxy included at the foot of authorised intermediaries' copy of notification. Alternatively, the shareholder can use the proxy form available on the Company's website www.vittoriaassicurazioni.it in the Investor Relations section.