

VITTORIA ASSICURAZIONI S.p.A.  
Registered offices - Milan, Italy: Via Ignazio Gardella n. 2  
Share capital: € 67,378,924.00 fully paid in  
Registered in Italian central register of insurance and reinsurance companies  
Section I – no. 1.00014  
Parent company of the Vittoria Assicurazioni S.p.A. insurance group  
Tax code and Milan Companies Register no. 01329510158

### **Call to Shareholders' Meeting**

The Shareholders of Vittoria Assicurazioni S.p.A. are called to attend the ordinary Shareholders' Meeting at the Company's registered offices in Milan, Via Ignazio Gardella n. 2, on Friday 30 September 2011 at 11.00 a.m. on first call and, if necessary, on Saturday 1 October 2011, at the same time and place, on second call, to discuss and resolve on the following

#### **AGENDA**

1. Reconstitution of the Board of Statutory Auditors pursuant to Article 17 of the Company By-laws; related resolutions;

It is specified that, pursuant to the provisions of Articles 17 of the Company By-laws, the resolutions indicated in agenda will be approved by relative majority vote, without list votes.

#### **ATTENDANCE OF THE SHAREHOLDERS' MEETING**

Entitlement to attend the Shareholders' Meeting and exercise the voting rights is attested by a communication to the Company issued by a authorized intermediary, in accordance to its accounting records, in favour of the party who has the voting rights attributed by ordinary shares.

The intermediary performs notification based on evidence at the end of the accounting day of Wednesday 21 September 2011, the seventh market trading day prior to the date fixed for the Shareholders' Meeting on first call.

Credits and debits registered on the accounts after that deadline shall not be considered for the purposes of legitimising the exercise of voting rights at the Shareholders' Meeting. Given this, those who result to be shareholders only after that date will not have the entitlement to attend and to vote at the Shareholders' Meeting.

Owners of Vittoria Assicurazioni S.p.A. shares not centralized c/o Monte Titoli S.p.A. are reminded that rights relating to such shares can be exercised only after having handed over

such shares to an intermediary for their inclusion in the centralized dematerialized management system.

Anyone with voting rights can be represented by proxy issued according to the provision of law, also by using the proxy declaration included at the foot of the notification issued by the intermediary or the proxy form available on the website [www.vittoriaassicurazioni.com](http://www.vittoriaassicurazioni.com), in the section Investor Relations – Shareholders’ Meetings.

The proxy can also be notified to the Company by using the specific application available in the same section of the website mentioned above.

In compliance with applicable regulations, shareholders can also delegate, free of charge, Mr. Andrea De Costa as the representative designated by the Company, pursuant to Article 135-*undecies* of the Italian Consolidated Finance Act. Mr. Andrea De Costa could be substitute by Mr. Matteo Sant’Ambrogio. The proxy must be given by signing the specific form, available in the same section of the website indicated above. The original proxy must be delivered to the designated representative at his address in 20121 Milan, Via Agnello 18, by 6.00 p.m. on Wednesday 28 September 2011, the second market trading day before the date fixed for the Shareholders’ Meeting on first call. The proxy has no effect as regards proposals for which voting instructions have not been given. The proxy and voting instructions are revocable by the same date as indicated above.

### **RIGHT TO ASK QUESTIONS**

Shareholders can ask questions about matters on the agenda also before the Shareholders’ Meeting, by using the specific application available on the site [www.vittoriaassicurazioni.com](http://www.vittoriaassicurazioni.com), in the section Investor Relations – Shareholders’ Meetings, until the fifth day before the Shareholders’ Meeting. Questions received before the Shareholders’ Meeting will at the latest be answered during the latter. A single answer can be given to questions having the same content.

No answer shall be due during the meeting when the information requested is already available in the form “question & answer” in the aforementioned section of the Company’s website in the two days preceding the Shareholders’ Meeting.

### **ADDITIONS TO THE AGENDA**

Shareholders who, also jointly, represent at least one fortieth of share capital can request, within 10 days after publication of this meeting notice, i.e. by the 9<sup>th</sup> of September 2011, additions to the list of items on the agenda, indicating in the request the further topics proposed.

The request must be submitted in writing and delivered to the Company's registered offices in Milan, Via Ignazio Gardella 2, together with the certifications issued by an authorized intermediary consistently with the latter's accounting records, certifying possession of at least 2.5% of share capital and indicating the corporate right exercisable.

Supplementing of the list of items to be discussed is not allowed for matters on which the Shareholders' Meeting resolves, as established by law, on the proposal of Directors or on the basis of a project or report prepared by them, other than that indicated in Article 125-ter, paragraph 1, of the Consolidated Finance Act.

News of any additions to the agenda will be given, in the same ways established by law for the meeting notice, according to the timing envisaged by current regulations.

Shareholders who ask for additions to the agenda shall prepare a report on the matters for which they propose discussion. This report must be delivered to the Board of Directors by the final deadline for presentation of the request for additions, as indicated above. The report will be made available to the public, accompanied by any considerations of the Board of Directors, simultaneously with publication of news of additions.

#### **DOCUMENTATION**

The Board of Directors' Report concerning the item on the agenda is available at the Company's registered offices in Milan, Via Ignazio Gardella 2, and c/o the market management company (Borsa Italiana S.p.A., headquartered in Milan, Piazza degli Affari 6) at the disposal of shareholders, who have the right to obtain copies of it.

Said Report is also available on the website [www.vittoriaassicurazioni.com](http://www.vittoriaassicurazioni.com), in the section Investor Relations – Shareholders' Meetings.

Share capital is currently € 67,378,924.00 divided into 67,378,924 ordinary shares of a par value of € 1.00 each. Each share gives the right to one vote.