

Ordinary and Extraordinary Shareholders Meeting

April 19, 2013 first call

April 20, 2013 second call

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

LIST NO. 1

Presented by the majority shareholder Vittoria Capital NV

English translation.

Copy of the original signed document is available in the Italian Section of the website.

In case of discrepancy, the Italian version prevails.

Turin, 25 March 2013

VITTORIA ASSICURAZIONI S.p.A.

Via Ignazio Gardella n. 2

20149 MILANO

Presentation of list of candidates for appointment to the Board of Statutory Auditors of Vittoria Assicurazioni S.p.A.

In relation to the appointment of the Statutory Auditors of Vittoria Assicurazioni SpA, point no. 3 of the agenda in the Ordinary and Extraordinary Shareholders' Meeting, convened on first call on April 19, 2013 and on second call on 20 April 2013, the undersigned VITTORIA CAPITAL NV, with its registered office in Amsterdam and administrative headquarters in Turin, Corso Vittorio Emanuele II n. 72, in the person of its legal representative, owner of no. 34,464,400 ordinary shares of Vittoria Assicurazioni SpA, equal to 51.15% of the share capital

SUBMIT

the following list of candidates in accordance with art. 17 of the Article of Association:

SEZIONE 1 – Permanent Auditors

1. Giovanni MARITANO, born in Turin on 23.10.1960
2. Francesca SANGIANI, born in Sondrio on 25.4.1968

SEZIONE 2 – Sindaci supplenti

1. Maria Filomena TROTTA, born in Paola (CS) on 5.6.1977

Within the meaning of Article 10 of the Article of Association, we attach the following documentation:

- Certificate issued by an authorized intermediary within the meaning of the law, proving ownership of the number of shares necessary to present the list;
- Statements in which each candidate accepts his/her candidacy and attests, under his/her own responsibility, that there are no grounds for ineligibility or incompatibility, and that his/her meets the requirements prescribed by law for the office of Statutory Auditors of the Company;
- The Curricula Vitae with personal and professional characteristics of each candidate, including the list of directorships and control positions held in other companies.

Yours faithfully

signed by VITTORIA CAPITAL N.V
The Chairman

1	ISTITUTO CENTRALE DELLE BANCHE POPOLARI ITALIANE CORSO EUROPA, 18 20122 MILANO	CERTIFICAZIONE DI PARTECIPAZIONE AL SISTEMA DI GESTIONE ACCENTRATA (D.Lgs. 24 febbraio 1998, n. 58 e D.Lgs. 24 giugno 1998, n. 213)	
2	Genova, 25 marzo 2013		
3/4 /5	17/2013. prog. Annuo	Codice cliente 1601502	VITTORIA CAPITAL N.V., indirizzo CORSO VITTORIO EMANUELE 72, 10121 TORINO, c. f. 09491470010
6	a richiesta : dell'intestatario		
7	La presente certificazione attesta la PROPRIETA', da parte del nominativo sopra citato, al 25 marzo 2013, nonché l'assenza di pegno o altro vincolo per il seguente strumento finanziario:		
	Codice IT0000062882	Descrizione strumenti finanziari VITTORIA ASSICURAZIONI S.P.A.	Quantità 34.464.400
	Su detti strumenti finanziari non risultano annotazioni.		
8			
	La presente certificazione viene rilasciata per l'esercizio del seguente diritto:		
9	Esercizio del diritto di presentazione di una lista di Sindaci		
		ISTITUTO CENTRALE DELLE BANCHE POPOLARI ITALIANE Per mandato speciale Banca Passadore & C S.p.A.	
	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 individuazione del titolare del conto; 5. nominativo, codice fiscale e 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		

English translation.

Copy of the original signed document is available in the Italian Section of the website.

In case of discrepancy, the Italian version prevails.

Declaration of acceptance of nomination for the office
of Statutory Auditor of Vittoria Assicurazioni S.p.A.
and meet the requirements of the law

The undersigned Giovanni MARITANO, born in Turin on 23 October 1960, in relation to the appointment of the Board of Statutory Auditors of Vittoria Assicurazioni SpA, in the third point of the agenda of the Ordinary and Extraordinary General Meeting of the Company convened for 19 April 2013, on first call and, if necessary, on April 20, 2013, on second call,

DECLARES

to accept the candidacy for the office of Statutory Auditor of Vittoria Assicurazioni SpA and to accept the office, if appointed by the Shareholders Meeting.

Therefore, under his own responsibility

DECLARE AND CERTIFY

- the absence of reasons for ineligibility or incompatibility with current regulations for the office of Auditor of the Company, pursuant to art. 148 of Legislative Decree 24 February n. 58;
- to meet all the requirements of integrity, professionalism and independence prescribed in the Article of Association and by law or regulation, for the Board of Statutory Auditors of listed companies and insurance companies, in particular by the DM March 30, 2000 n. 162 and by D.M. November 11, 2011, n. 220;
- not to hold positions of supervision, administration and control and not to be employed by top companies or groups of companies operating in the credit markets, insurance and financial services, where the activity is carried out in the same product market and geographic Vittoria Assicurazioni SpA;
- to be entered in the register at no. 35756 of the Register of Auditors with D.M. 12/4/1995 – G.U n. 31bis of 21/04/1995;
- that the nomination as Statutory Auditor of Vittoria Assicurazioni SpA would not exceed the limits provided for by the number of positions. 148 - bis of Legislative Decree 24 February n. 58;
- to be in possession of the independence requirements under the criteria, where applicable, prescribed for the Directors by the Corporate Governance Code for Listed Companies as adopted by Vittoria Assicurazioni SpA

The undersigned undertakes to produce, at the request of Vittoria Assicurazioni SpA, appropriate documentation to confirm the veracity of this statement and to communicate any subsequent change in the information provided.

The undersigned encloses to this declaration his curriculum vitae, including the offices of administration and control currently held and authorizes the publication of the data and information contained therein.

Pursuant to and for the purposes of Article 13 of Decree 30 June 2003, n. 196, the undersigned declares to be informed that his personal data will be processed by Vittoria

English translation.

Copy of the original signed document is available in the Italian Section of the website.

In case of discrepancy, the Italian version prevails.

Assicurazioni SpA, also by electronic means, only in proceedings to which this declaration is made.

Signed on 20 March 2013

by Giovanni Maritano

English translation.

Copy of the original signed document is available in the Italian Section of the website.

In case of discrepancy, the Italian version prevails.

CURRICULUM VITAE

Giovanni MARITANO

Born in Turin on 23 ottobre 1960

Professional activities:

- Graduated in Economics - University of Turin July 19, 1985;
- Professional certification on November 1, 1986;
- Registered as Chartered Accountants on July 8, 1987 n. 868;
- Associate of Professional Studio STUDIO MOTTURA-ARALDI headquartered in Turin - Corso Vittorio Emanuele II n. 72 from 1990;
- Statutory Auditor published by G.U. 31a of 21 April 1995 and registered as No.. 35,756;
- Expert of the Judge at the Court of Turin on 8 April 1997;
- Expert at the Criminal Court of Turin from 10 November 1999.

Professional assignments

1) Chairman of the Board of Statutory Auditors of the following copanies:

N.	Company	Address	tax code	Register
1	Acacia 2000 S.r.l. (*)	Milan	13303200151	1636211

(*) subsidiary of Vittoria Assicurazioni S.p.A.

2) Statutory Auditor of the following companies:

N.	Company	Address	tax code	Register
1	Vittoria Assicurazioni S.p.A.	Milan	01329510158	54871
2	Cadorna Real Estate S.r.l. (*)	Milan	05016750969	1789938
3	Forum Mondadori Residenze S.r.l. (*)	Milan	05668280968	1839118
4	Gestimmobili S.r.l. (*)	Milan	08783940151	1245913
5	Immobiliare Bilancia S.r.l. (*)	Milan	03657600965	1692024

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6	Immobiliare Bilancia Prima S.r.l. (*)	Milan	04021030962	1720763
7	Immobiliare Bilancia Seconda S.r.l. (*)	Milan	04021040961	1720775
8	Interimmobili S.r.l. (*)	Rome	08191720583	649111
9	Vaimm Sviluppo S.r.l. (*)	Turin	08260250017	958111
10	Vittoria Immobiliare S.p.A. (*)	Milan	12748880155	1582439
11	Vittoria Properties S.r.l. (*)	Milan	03966290961	1715417
12	Abc Farmaceutici S.p.A.	Turin	08028050014	940993
13	FM Italia S.r.l.	Turin	00964730014	674989
14	Guido Vincon & Figli S.p.A.	Turin	00510510019	413120
15	International Cosmetic Development S.p.A.	Turin	10635080012	1152181
16	Istituto Biologico Chemioterapico S.r.l.	Turin	08866800017	1006149
17	Kelemata S.r.l.	Turin	13270120150	947026
18	La Margherita Società Sportiva Dilettantistica a r.l.	Turin	05357480010	703537
19	Perlier S.r.l.	Milan	04929770966	1783254
20	Vittoria Capital N.V.	The Netherlands	09491470010	1071002
21	VP Sviluppo 2015 S.r.l.	Milan	06398000965	1889948
22	Yafa S.p.A.	Turin	03139870012	862303
23	Yafa Holding B.V.	The Netherlands	09491510013	1071003
24	Yura S.p.A.	Milan	10341850013	1125254
25	Yura International B.V.	The Netherlands	10341860012	1126021
26	Zoppoli & Pulcher – Costruzioni Generali S.p.A.	Turin	02888760010	629366

(*) subsidiary of Vittoria Assicurazioni S.p.A.

3) Deputy Statutory Auditor of the following companies:

N.	Company	Address	tax code	Register
1	Icai S.p.A.	Turin	00894940154	603774
2	Kelemata S.p.A.	Turin	04837440017	664967
3	Mosaico S.p.A.	Turin	09252040010	1036994

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4	Movincom Servizi S.p.A.	Turin	10054180012	1101888
5	Mustad S.p.A.	Turin	09347030158	736323
6	Parco Dora Baltea S.p.A.	Turin	08331970015	964425
7	Sint S.p.A.	Turin	02982830016	658598

4) Member of the Supervisory Bodies of the following companies:

N.	Company	Address	tax code	Register
N.	SOCIETA'	PROVINCIA SEDE LEGALE	N. ISCRIZIONE REGISTRO IMPRESE	N. ISCRIZ. R.E.A.
1	Vittoria Assicurazioni S.p.A.	Milan	01329510158	54871
2	Gestimmobili S.r.l. (*)	Milan	08783940151	1245913
3	Interimmobili S.r.l. (*)	Rome	08191720583	649111
4	Vittoria Immobiliare S.p.A. (*)	Milan	12748880155	1582439

(*) subsidiary of Vittoria Assicurazioni S.p.A.

Turin, 20 March 2013

signed

Dott. Giovanni MARITANO

English translation.

Copy of the original signed document is available in the Italian Section of the website.

In case of discrepancy, the Italian version prevails.

Declaration of acceptance of nomination for the office
of Statutory Auditor of Vittoria Assicurazioni S.p.A.
and meet the requirements of the law

The undersigned Francesca SANGIANI, born in Sondrio on 25 April 1968, in relation to the appointment of the Board of Statutory Auditors of Vittoria Assicurazioni SpA, in the third point of the agenda of the Ordinary and Extraordinary General Meeting of the Company convened for 19 April 2013, on first call and, if necessary, on April 20, 2013, on second call,

DECLARES

to accept the candidacy for the office of Statutory Auditor of Vittoria Assicurazioni SpA and to accept the office, if appointed by the Shareholders Meeting.

Therefore, under his own responsibility

DECLARE AND CERTIFY

- the absence of reasons for ineligibility or incompatibility with current regulations for the office of Auditor of the Company, pursuant to art. 148 of Legislative Decree 24 February n. 58;
- to meet all the requirements of integrity, professionalism and independence prescribed in the Article of Association and by law or regulation, for the Board of Statutory Auditors of listed companies and insurance companies, in particular by the DM March 30, 2000 n. 162 and by D.M. November 11, 2011, n. 220;
- not to hold positions of supervision, administration and control and not to be employed by top companies or groups of companies operating in the credit markets, insurance and financial services, where the activity is carried out in the same product market and geographic Vittoria Assicurazioni SpA;
- to be entered in the register at no. 93598 of the Register of Auditors with D.M. 15/10/1999 - G.U n. 87 of 02.11.1999;
- that the nomination as Statutory Auditor of Vittoria Assicurazioni SpA would not exceed the limits provided for by the number of positions. 148 - bis of Legislative Decree 24 February n. 58;
- to be in possession of the independence requirements under the criteria, where applicable, prescribed for the Directors by the Corporate Governance Code for Listed Companies as adopted by Vittoria Assicurazioni SpA

The undersigned undertakes to produce, at the request of Vittoria Assicurazioni SpA, appropriate documentation to confirm the veracity of this statement and to communicate any subsequent change in the information provided.

The undersigned encloses to this declaration her curriculum vitae, including the offices of administration and control currently held and authorizes the publication of the data and information contained therein.

Pursuant to and for the purposes of Article 13 of Decree 30 June 2003, n. 196, the undersigned declares to be informed that her personal data will be processed by Vittoria

English translation.

Copy of the original signed document is available in the Italian Section of the website.

In case of discrepancy, the Italian version prevails.

Assicurazioni SpA, also by electronic means, only in proceedings to which this declaration is made.

Signed on 13 March 2013

by Francesca Sangiani

English translation.

Copy of the original signed document is available in the Italian Section of the website.

In case of discrepancy, the Italian version prevails.

Dr. FRANCESCA SANGIANI

CURRICULUM VITAE

Personal details

- Place and date of birth: Sondrio, April 25, 1968
- Tax code: SNG FNC 68D65 I829K

Studies and qualifications

- Diploma from the Classical High School "A. Volta" Como
- Degree in Business Administration at the University Commerciale L. Bocconi - Milan
- Entered in the Register of Chartered Accountants since February 28, 1996
- Registered with the Register of Auditors by Decree of General Director of Civil Affairs and the professions on 15 October 1999, published in the Supplement of the Official Gazette Extraordinary n. 87, 4th Special Series of November 2, 1999
- Registered in the list of professionals for the Bankruptcy Court of Milan

Professional activity

- Member of the Board of Statutory Auditors of Anic Partecipazioni SpA in liquidation (ENI Group)
- Judicial Commissioner and Curator in a plurality of procedures of failure on behalf of the Court of Milan
- Commissioner Liquidator of procedures for the compulsory administrative liquidation Mitofin Trust Srl and Mi. To Fin S.r.l., appointed by the Ministry of Economic Development
- Member of the Supervisory Board of procedures for the compulsory winding-up of the group companies Mythos appointed by the Ministry of Economic Development
- Member of the Supervisory Board of Trustee Eurco Srl and Eurco S.r.l. in compulsory administrative liquidation, appointed by the Ministry of Economic Development

In the past she was:

- Liquidator and Statutory Auditor of corporations
- Auxiliary authorized of the judicial inspector of a company, appointed by the Court of Appeal of Palermo
- Coadjutor of the appointed liquidator in the process of forced liquidation of the Lombardo Institute Trustee group;
- Coadjutor of the Commissioner in extraordinary administration procedures under the so-called "Prodi Law" (Law 95/1979) of the Keller group
- Consultant for Technical Consultancy in the judicial, civil and criminal, both in extra-judicial procedures

Signed on 13 March 2013 by Francesca Sangiani

English translation.

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Declaration of acceptance of nomination for the office
of Statutory Auditor of Vittoria Assicurazioni S.p.A.
and meet the requirements of the law

The undersigned Maria Filomena TROTTA, born in Paola (CS) on 5 June 1977, in relation to the appointment of the Board of Statutory Auditors of Vittoria Assicurazioni SpA, in the third point of the agenda of the Ordinary and Extraordinary General Meeting of the Company convened for 19 April 2013, on first call and, if necessary, on April 20, 2013, on second call,

DECLARES

to accept the candidacy for the office of Statutory Auditor of Vittoria Assicurazioni SpA and to accept the office, if appointed by the Shareholders Meeting.

Therefore, under his own responsibility

DECLARE AND CERTIFY

- the absence of reasons for ineligibility or incompatibility with current regulations for the office of Auditor of the Company, pursuant to art. 148 of Legislative Decree 24 February n. 58;
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- not to hold positions of supervision, administration and control and not to be employed by top companies or groups of companies operating in the credit markets, insurance and financial services, where the activity is carried out in the same product market and geographic Vittoria Assicurazioni SpA;
- to be entered in the register at no. 145930 of the Register of Auditors with D.M. 18/6/2007 - G.U n. 62 of 7/8/2007;
- that the nomination as Statutory Auditor of Vittoria Assicurazioni SpA would not exceed the limits provided for by the number of positions. 148 - bis of Legislative Decree 24 February n. 58;
- to be in possession of the independence requirements under the criteria, where applicable, prescribed for the Directors by the Corporate Governance Code for Listed Companies as adopted by Vittoria Assicurazioni SpA

The undersigned undertakes to produce, at the request of Vittoria Assicurazioni SpA, appropriate documentation to confirm the veracity of this statement and to communicate any subsequent change in the information provided.

The undersigned encloses to this declaration her curriculum vitae, including the offices of administration and control currently held and authorizes the publication of the data and information contained therein.

Pursuant to and for the purposes of Article 13 of Decree 30 June 2003, n. 196, the undersigned declares to be informed that her personal data will be processed by Vittoria

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Assicurazioni SpA, also by electronic means, only in proceedings to which this declaration is made.

Signed on 22 March 2013

by Maria Filomena Trotta

English translation.

Copy of the original signed document is available in the Italian Section of the website.

In case of discrepancy, the Italian version prevails.

CURRICULUM VITAE

Personal data

Name	Maria Filomena Trotta
Professional qualification	Chartered Accountant and Auditor
Place and date of birth	Paola (CS), 05.06.1977
Citizenship	Italian

Current Professional assignments

- Chairman of the Board of Statutory Auditors of Ferloc srl, Catanzaro
- Statutory Auditor of Vardano srl – Fiumefreddo Bruzio

Work Experience

From September 2008

Legal and Tax Constantia - Milan (founding member).

She currently holds the position of Statutory Auditor and Auditor in private and public-private companies.

She is appointed as technical consultant of the Court of Paola (CS) or private consultant in several civil and criminal proceedings, and as assistant in compulsory administrative liquidation of cooperatives.

From September 2006

Studio Trotta - Paola.

Main duties and responsibilities:

Advice and assistance on accounting, tax and corporate.

Advice and assistance in extraordinary transactions.

Rating of companies and equity investments.

Bankruptcy receivership.

Audit of financial statements.

From January 2003 to August 2006

Studio Agostini, Dr. Agostino Agostini, via Massena 2 / A - Milan.

Main duties and responsibilities:

Advice and assistance on accounting, tax and corporate.

Consulting and technical assistance highly specialized in civil proceedings and penalties (either ex officio or part), for failures.

From September 2000 to December 2002

Gusmitta Studio & Associates - Milan.

Main duties and responsibilities:

Consulting on issues of direct and indirect taxes by spreading the tax opinions.

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Advice on issues related ordinary obligations, preparation of tax calculations for the year, preparation of financial statements and tax returns.

M & A.: Evaluation of the tax and accounting aspects of the transactions once concerned.

Education and Training

November 2009 - January 2010

Training course on Bankruptcy Law, organized by the School for Advanced Studies dell'ODCEC of Paola, held by Dr. Bartholomew Quatraro.

September-October 2007

Training course on executions estate and housing, organized by 'ODCEC of Paola.

October 2006-April 2007

Master in Tax Law, organized by the foundation Athena, at the University of Calabria.

March 2003

Degree in Economics and Legislation for the enterprise - Università Commerciale Luigi Bocconi,
Milan
Thesis in Trust.

July 1995

Diploma in accountancy programmer
ITCG Pizzini Paola (CS).

More information

Included in the list of Technical Consultants at the Court of Paola.

Member of the Committee studies "School and Work" at the National Union of Young Doctors Accountants.

Member of the study commission "Vocational Training" at the Association of Chartered Accountants of Paola.

Head of the Study Commission "Crisis of enterprise, reform of bankruptcy procedures and bankruptcy "set up by the Young Chartered Accountants of Paola.

Teaching in training courses for companies.

Authorize the processing of personal data in accordance with Law no. 196/2003.

Signed on 22.3.2013 by Maria Filomena Trotta