

VITTORIA ASSICURAZIONI S.p.A.

Registered offices in Milan - Via Ignazio Gardella, 2

Share Capital: 67.378.924,00 euros wholly paid up

Registered in the insurance and reinsurance register under Section I – No. 1.00014

Parent Company of the Vittoria Assicurazioni S.p.A. Group of Insurance Companies

Tax Code and Milan company registration number 01329510158

Convening notice for an Ordinary Shareholders' Meeting

The Shareholders of Vittoria Assicurazioni S.p.A. are called to attend the Ordinary Shareholders' Meeting at the registered office in Milan, Via Ignazio Gardella No. 2, on **Friday 24th April 2015** at 10.30 a.m. on first call and, if necessary, on Monday 27th April 2015 at the same time and place, on second call, to discuss and resolve on the following

AGENDA

1. Proposal for the approval of a Shareholders' Meeting Regulation.
2. Financial Statements as of 31st December 2014, report of the Board of Directors and the Board of Statutory Auditors; relative resolutions.
3. Remuneration Policies; Report of the Board of Directors; relative resolutions.

RIGHT TO ATTEND THE SHAREHOLDERS' MEETING AND TO EXERCISE VOTING RIGHTS DURING THE SHAREHOLDERS' MEETING

Pursuant to article 83-sexies of Legislative Decree 58 of 24 February 1998, the persons who are entitled to attend the Meeting and to exercise their right to vote are those for whom the Company has received appropriate communication from an authorized intermediary based on evidence at the end of the accounting day of **Wednesday 15 April 2015 (record date)**, which is the seventh open market day preceding the date set for the Shareholders' Meeting on first call.

Credits and debits booked in the accounts after this date shall not be considered for the purpose of legitimising the exercise of voting rights at the Shareholders' Meeting: persons who become shareholders after this date will not therefore have a right to attend and vote at the Shareholders' Meeting.

Holders of Vittoria Assicurazioni S.p.A. shares that are not centralised by Monte Titoli S.p.A. are hereby reminded that they can only exercise their rights subject to such shares being deposited, within the record

date (15th April 2015), with an intermediary for registration into the centralised management system of dematerialised shares.

REPRESENTATION AT THE MEETING

- Ordinary Proxy

Those who have the right to vote can be represented at the Meeting as per applicable Law, with the possibility to use for such purpose the Proxy form that is available on the Company internet website at www.vittoriaassicurazioni.com (Investor Relations - Shareholders' Meetings).

The proxy must be notified to the company in any one of the following three ways:

- (i) by post, to the registered offices in Via Ignazio Gardella 2, 20149 Milan, to the attention of Servizio Societario – Assemblea degli Azionisti
- (ii) by e-mail to the following certified mail box: assemblea.azionisti@pec.vittoriaassicurazioni.it,
- (iii) by using the application for such purpose available in the same section of the above mentioned internet website.

The proxy holder attending the meeting must however attest the conformity of the copy notified to the original proxy.

- Proxy in favour of the company designated representative

In accordance with the applicable regulation, those Shareholders with voting rights may 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 (TUF), who may be substituted by the Mr. Matteo Sant'Ambrogio. The proxy must be granted by signing the applicable form, available on the internet website www.vittoriaassicurazioni.com (Investor Relations - Shareholders' Meetings).

The original form must reach the company-designated representative also by registered post in Via Agnello 18, 20121 Milan, by the second open market day preceding the date set for the Shareholders' Meeting on first call or, as applicable, on the second call (more precisely: in the case of the first call the proxy must be received by Wednesday 22th April 2015, in the case of the second call the proxy must be received by 23th April 2015). Proxies are not valid for matters for which voting instructions have not been given. The proxy and voting instructions can be revoked by the same date as set out above.

RIGHT TO ASK QUESTIONS

Shareholders may ask questions on items on the agenda even before the Shareholders' Meeting by submitting them in one of the following two ways:

- (i) by post, to the registered offices in Via Ignazio Gardella 2, 20149 Milan, to the attention of Servizio Societario – Assemblea degli Azionisti
- (ii) by e-mail to the following certified mail box: assemblea.azionisti@pec.vittoriaassicurazioni.it,

Questions can be submitted up to five days before the Meeting. Answers to questions received within such deadline will be provided to the applicant Shareholder and published on the internet website www.vittoriaassicurazioni.com (Investor Relations - Shareholders' Meetings) two days before the Meeting.

In any case, answers shall not be provided at the Shareholders' Meeting if the information requested is already available in "question and answer" format in the aforementioned section of the Company's website in the two days preceding the Shareholders' Meeting.

Answers made available to the Shareholders, on paper format, at the beginning of the Shareholders' Meeting, are considered as given during the Meeting itself.

ADDITIONS TO THE AGENDA

Shareholders who, individually or jointly, represent at least one fortieth of the share capital may request the addition of an item on the agenda within ten days of the publication of this convening notice, specifying in their request the additional topics proposed, or submit proposals for resolutions on matters that are already on the agenda.

Questions, together with the certifications issued by qualified intermediary attesting that the shareholder/s hold/s at least 2.5% of the share capital and indicating the corporate rights that may be exercised, shall be submitted in writing and delivered to the Company in any one of the following two ways:

- (i) by post, to the registered offices in Via Ignazio Gardella 2, 20149 Milan, to the attention of Servizio Societario – Assemblea degli Azionisti
- (ii) by e-mail to the following certified mail box: assemblea.azionisti@pec.vittoriaassicurazioni.it,

No additions to the agenda shall be allowed in relation to topics for which resolutions have been proposed for the Meeting by the Directors in compliance with the provisions of Law, or in relation to projects or reports recommended by them, other than as provided in the first Paragraph of Article 125-ter of the Italian Consolidated Finance Act (TUF).

By the same date and in the same manner, Shareholders requesting the addition of items on the agenda shall send a report to the Board of Directors with the reasons for adopting resolutions on the additional topics that they recommend for discussion, or the reasons for additional resolution proposals for matters that are already on the agenda.

Any additions to the agenda or additional resolution proposals on matters that are already on the agenda will be notified to Shareholders in the same manner as set forth by Law for convening notices, within the term set forth by the applicable regulations, i.e. by 9th April 2015. At the same time the reports of the Shareholders who requested the additions will be made available to the public together with any comments of the Board of Directors.

DOCUMENTATION

The Directors' reports and the proposed resolutions regarding the items on the agenda shall be made available to the public at the registered offices of the company in Milan in Via Ignazio Gardella No. 2, and on the company's website www.vittoriaassicurazioni.com (Investor Relations - Shareholders' Meeting).

Within the terms established by legislation in force, as follows:

1. at the same time as publishing this convening notice:

- The Board of Directors' Report on the matters on the agenda pursuant to art. 125-ter of TUF, including the text of the Shareholders' Meeting Regulation, which is submitted for approval (item No. 1 of the agenda);

2. by the 31st March 2015:

- The 2014 annual Financial Report including the draft annual Financial Statement, the Consolidated Financial Statements, the Report on operations and certification pursuant to Article 154-bis, paragraph 5 of the Italian Consolidated Finance Act (TUF), together with the report of the Board of Statutory Auditors and the external auditors as well as the Report on Corporate Governance and Ownership Structure (item no. 2 on the agenda);
- The Report on remuneration policies (item no. 3 of the agenda);

The summary document of the essential information from the most recent Financial Statements of the subsidiary and associate companies as provided under article 2429 of the Italian Civil Code will be available at the company's registered offices by the 9th April 2015.

INFORMATION ON SHARE CAPITAL

The share capital currently stands at 67.378.924,00 euro divided into 67.378.924 shares of a nominal value of 1 euro each; each share gives the right to one vote. The company does not own any of its own shares.

For and on behalf of the Board of Directors

The Managing Director

Roberto Guarena