

Please note that the original notice is in Italian. In case of doubt the Italian version prevails.



**Vittoria
Assicurazioni**

VITTORIA ASSICURAZIONI S.p.A. Share Capital: 67.378.924,00 euro wholly paid up - Tax Code and Milan company registration number 01329510158 Registered offices in Milan - Via Ignazio Gardella, 2 - Registered in the insurance and reinsurance register under Section I No. 1.00014 - Parent Company of the Vittoria Assicurazioni Group of Insurance Companies

Extract of convening notice for the Ordinary and Extraordinary Shareholders' Meeting

The Shareholders of Vittoria Assicurazioni S.p.A. are called to attend the Ordinary and Extraordinary Shareholders' Meeting at the registered office in Milan, Via Ignazio Gardella No. 2, on Wednesday 27th April 2016 at 10.30 a.m. on first call and, if necessary, on Thursday 28th April 2016 at the same time and place, on second call, to discuss and resolve on the following

AGENDA

Ordinary meeting

1. Financial Statements at 31 December 2015, reports of the Board of Directors and Board of Statutory Auditors; relative resolutions.
2. Appointment of the Board of Directors:
 - i. determination of the number of members;
 - ii. determination of the duration of their office;
 - iii. appointment of Directors using the list vote procedures;
 - iv. determination of the remuneration of the Board of Directors.
3. Appointment of the Board of Statutory Auditors:
 - i. appointment of Board of Statutory Auditors using the list vote procedures;
 - ii. appointment of the Chairman of the Board of Statutory Auditors;
 - iii. determination of the remuneration of Statutory Auditors.
4. Remuneration Report pursuant to art. 123-ter of Italian Legislative Decree 58/1998 and ISVAP Regulation No. 39/2001; related resolutions.

Extraordinary meeting

1. Proposal to amend Article 11 (Corporate Offices) and Article 18 (Legal Representation of the Company) of the Articles of Association; related resolutions.
2. Proposal for abrogation of transitional clauses relating to gender quotas set forth in Article 10, paragraph 11 (Board of Directors) and Article 17, paragraph 7 (Board of Statutory Auditors) of the Articles of Association; related resolutions.

Information regarding the share capital and the methods and terms for:

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- participating and casting votes in the Shareholders' Meeting (please note that the "record date" is 18 April 2016);
- participating and casting votes in the Shareholders' Meeting by proxy and through the Appointed Representative;
- exercising the right to add items to the agenda, the right to submit new proposed resolutions and the right to ask questions on the issues on the agenda;
- presentation of lists of candidates for appointment on the Board of Directors and on the Board of Statutory Auditors;
- the availability of the reports of Board of Directors on the items on the agenda and the documentation relating to the Shareholders' Meeting

is set forth in the full convocation notice available on the website www.vittoriaassicurazioni.com (Investor Relations - Shareholders' Meetings) to which reference is made.

For and on behalf of the Board of Directors

The Managing Director

Roberto Guarena