

VITTORIA ASSICURAZIONI S.p.A.

Registered offices in Milan - Via Ignazio Gardella, 2

Share Capital: 67.378.924,00 euro 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 28th April 2017 at 10.30 a.m. on first call and, if necessary, on Saturday 29th April 2017 at the same time and place, on second call, to discuss and resolve on the following

AGENDA

1. Financial Statements as at 31 December 2016, report of the Board of Directors and the Board of Statutory Auditors; relative resolutions;
2. Remuneration Report pursuant to art. 123-ter of Legislative Decree 58/1998 and ISVAP Regulation No. 39/2011; related resolutions;
3. Request to approve the long term incentive cash plan (LTI) "Performance Unit Plan 2017 – 2019" based on financial instruments; related 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 19 April 2017 (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 with an intermediary for registration into the centralised management system of dematerialised shares by the record date (19 April 2017).

REPRESENTATION AT THE MEETING

- Ordinary Proxy

Pursuant to article 135-*novies* of Legislative Decree 58 of 24 February 1998, those who have the right to vote can be represented at the Meeting by means of a written proxy as per applicable Law or conferred electronically.

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

- (i) by post, to the registered office in Via Ignazio Gardella 2, 20149 Milan, addressing the communication to the attention of the “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 on the internet website www.vittoriaassicurazioni.com (Investor Relations - Shareholders' Meetings).

For this purpose can be used the proxy form available of the above mentioned website.

In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic form, certifying under his/her own responsibility the conformity of the original proxy and the identity of the delegating party.

The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from the end of the shareholders' meetings.

- 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 Matteo Sant'Ambrogio as the representative designated by the Company, pursuant to article 135-*undecies* of the Italian Consolidated Finance Act (TUF), who may be substituted by Mrs Rossella Cardone. 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 26th April 2017; in the case of the second call the proxy must be received by 27th April 2017). Proxy is 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 office in Via Ignazio Gardella 2, 20149 Milan, addressing the communication 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 date of 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.

ADDITIONS TO THE AGENDA OF THE SHAREHOLDERS' MEETING AND PRESENTATION OF NEW PROPOSED RESOLUTIONS

Shareholders who, individually or jointly, represent at least one fortieth of the share capital may ask, within ten days of this convening notice, for the integration of the list of items on the agenda, specifying in their request the additional items proposed, or presenting proposed resolution on items 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, the shareholders requesting 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 disclosure in the same manner as required by Law for the publication of the Notice of Call at least 15 days before the term set for the Meeting and more precisely by 13rd April 2017. At the same time the reports of the Shareholders who requested the additions or new proposed resolutions will be made available to the public together with eventual comments of the Board of Directors, as the provisions of the article 125-ter of the Italian Consolidated Finance Act (TUF).

DOCUMENTATION

The full text of the proposed resolutions, the Directors reports regarding the items on the agenda as well as the documentation submitted to the Shareholders' approval shall be made available to the public at the registered office of the company in Milan in Via Ignazio Gardella No. 2, on the company website www.vittoriaassicurazioni.com (Investor Relations - Shareholders' Meeting) as well as at the storage device "eMarket STORAGE" on the website www.emarketstorage.com, as provided by applicable regulations as follows:

1. together with this notice:
 - the Report of the Board of Directors on the items of the agenda;
 - the Information document regarding the long term incentive cash plan (LTI) "Performance Unit Plan 2017-2019" based on financial instruments.
2. by the 30th March 2017:
 - the 2016 annual Financial Report including the draft annual Financial Statement, the Consolidated Financial Statements, the Report on operations and the certification pursuant to Article 154-bis, paragraph 5 of the Italian Consolidated Finance Act (TUF), together with the reports of the Board of Statutory Auditors and of the external auditors as well as the Report on Corporate Governance and Ownership Structure;
3. by the 7th April 2017:
 - the Report on remuneration policies.

In the same section on the company website are available the information on the amount of the share capital specifying the number and categories of shares into which it is divided.

The summary report of key figures from the last Financial Statements of subsidiaries and affiliates prepared pursuant to article 2429 of the Italian Civil Code is available at the company's registered office.

For and on behalf of the Board of Directors

The Managing Director

Cesare Caldarelli