



PROXY FORM

With reference to the Ordinary Shareholders' Meeting of **Vittoria Assicurazioni S.p.A.** called in Milan, at l'Hotel Melià, Via Masaccio n. 19, on Friday 29 April 2011 at 10.30 a.m. on first call and, if necessary, on Saturday 30 April 2011, at the same time and place, on second call, to discuss and resolve on the following

AGENDA

- 1) Financial statements as at 31 December 2010, Board of Directors' and Board of Statutory Auditors' reports; related resolutions;
- 2) Appointment of a Director; related resolutions;
- 3) Reconstitution of the Board of Statutory Auditors pursuant to Article 17 of the Company By-laws.

The undersigned _____ **(1)**
address _____
tax code _____

with the voting rights according to article 83 – sexies of Legislative Decree n. 58/1998 with respect to n. _____ shares Vittoria Assicurazioni S.p.A.

hereby appoint

Mr/Mrs _____ **(2)**
born in _____ on _____

or, alternatively Mr/Mrs _____
born in _____ on _____

as Proxy to act on my/our behalf in relation to all shares carrying voting rights:

- according to specific voting instructions;
- at his/her discretion.

Signature _____

Date and place _____

(1) Please indicate the personal data of the person with the right to vote indicated in the copy of the statement issued by the intermediary: name, surname or company name, Tax code or VAT Registration Number.

(2) Please indicate: name, surname or company name of the representative.

NOTICE

In the event that those with voting rights in the meetings of shareholders of **VittoriaAssicurazioniS.p.A.** (hereinafter the “**Company**”) are unable to attend a shareholder meeting themselves, they may be represented by another party. This proxy must be granted in writing, and the related documents must be filed with the Company.

Proxy may only be granted for individual shareholder meetings and subsequent calls, with the exception of general powers of attorney or proxy granted to an employee by a company, association, foundation or other such organization.

Proxy may not be issued without specifying the name of the representative and shall always be revocable, regardless of any agreements to the contrary. Representatives may only be replaced by parties expressly indicated in the proxy.

If proxy is granted to a company, association, foundation or other such organization, such parties may only delegate representation to an employee or collaborator.

Representatives may provide, electronically or in hard copy, a duplicate of the original proxy, so long as they **declare, under their own responsibility, that the copy complies to the original proxy and to the identity of the delegating party**. Representatives must conserve the original proxy and any voting instructions received for one year subsequent to fulfillment of the shareholder meeting duties.

DISCLOSURE PURSUANT TO ARTICLE 13 OF LEGISLATIVE DECREE NO. 196 OF 30 JUNE 2003 REGARDING THE HANDLING OF PERSONAL DATA

VittoriaAssicurazioniS.p.A., with registered office in Via Caldera, 21, Milan, Italy (the “**Data Controller**”), hereby informs you that the personal data that you have provided may only be processed for the purpose of enabling the Company to hold the shareholder meeting and complying with applicable laws. Failure to provide the information requested on the proxy form will prevent the representative from being able to participate in the meeting.

Your personal data is to be conserved on paper and/or digital media and processed strictly for the purposes specified above and in compliance with Italian Legislative Decree 196/2003.

You may at any time exercise your rights as defined under Article 7 of Legislative Decree 196/2003 (including knowing what information we have and how it is being used, requesting updates, corrections or the elimination of data or oppose its handling for just cause, and receiving a list of data processors regarding your personal data) by contacting the corporate offices of the Data Controller in Via Caldera, 21, 20153 Milan (Italy), or at the following e-mail address: societario@vittoriaassicurazioni.it.

Your personal data may be viewed by specifically authorized employees or other data processors of the Company for the purposes specified above.