

Shareholders Meeting

30 September 2011 e 1 October 2011, respectively on first and second call

Board of Directors' Report

Reconstitution of the Board of Statutory Auditors pursuant to Article 17 of the Company By-laws.

To Our Shareholders,

With a letter received by the Company on 28 July 2011, Mr. Sergio Vasconi notified that he intended to resign from the office of Chairman of the Board of Statutory Auditors, for reasons of health, effective as from the next shareholders' meeting.

Mr. Vasconi took the office on 20 May 2011, following the resignation of Mr. Angelo Casò, as he was the substitute statutory auditor of the same minority list from which Mr. Angelo Casò was elected as Chairman of the Board of Statutory Auditors.

Given all the above, we have called you to attend an Ordinary General Meeting of Shareholders to appoint of the Chairman of the Board of Statutory Auditors and a substitute statutory auditor, necessary to reconstitute the Board of Statutory Auditors pursuant to Article 2401 of the Italian Civil Code.

We recall that, pursuant to Article 17 of the Company By-laws (hereby attached):

- the list-voting mechanism is not applicable to resolutions that are legally required to appoint the standing and substitute statutory auditors necessary to reconstitute the Board of Statutory Auditors. Given this, the General Meeting will undertake reconstitution based on a relative-majority vote;
- as no candidates remain on the minority list from which the statutory auditors to be replaced were taken, assessment of the vote will not take into account the votes of shareholders who hold, directly or indirectly, or jointly with other shareholders participating in a shareholder agreement, the relative majority of the votes exercisable at the shareholders' meeting.

Statutory auditors must meet the requirements - including those regarding the limit on the total number of offices held - established by current rules, including those of a regulatory nature.

The statutory auditors appointed will end their office together with the other members of the Board of Statutory Auditors appointed for the financial years 2010, 2011 and 2012, i.e. on occasion of the shareholders' meeting that will be called to approve financial statements for the year ending on 31 December 2012.

The Board of Directors
Milan, 29 July 2011

Attachment: Article 17 of the Company By-laws

VITTORIA ASSICURAZIONI BY-LAWS

Art. 17 – Board of Statutory Auditors

The Board of Statutory Auditors shall consist of three ordinary and two substitute Members, who are eligible for re-election. The functions, duties and term of office of the Statutory Auditors shall be those provided for by law.

Any person who is affected by the statutory or regulatory grounds for ineligibility or disqualification or who does not meet the necessary requirements, including those relating to multiple offices, provided for by current legislation and regulations, may not be elected as an Auditor, and if elected their office is terminated.

The requirement contained in article 1, paragraph 2, sub-paragraphs b) and c), and paragraph 3 of Ministerial Decree 162 of 30 March 2000 is met where the professional experience gained relates respectively:

- (i) to the financial, credit, insurance, reinsurance, property and actuarial sectors;
- (ii) to legal, economic, financial and technical or scientific matters, in relation to the sectors referred to in sub-paragraph (i) above.

Statutory Auditors shall be elected from lists in accordance with the procedure described in the paragraphs below, in order to ensure that one ordinary and one substitute Auditor are chosen by minority shareholders.

Lists shall be submitted containing two sections: one for election of standing Statutory Auditors and the other for election of substitute Statutory Auditors. The lists shall contain a number of candidates no greater than the number of Members to be elected, listed by means of consecutive numbering.

Each candidate may appear only on a single list, on pain of disqualification.

Only those Shareholders who, individually or together with others, have an overall holding of voting shares representing at least 2.5% of the share capital with the right to vote, or representatives of the minority shareholding established or claimed under the mandatory provisions of the law or regulations have the right to submit lists.

The ownership of the minimum shareholding for the presentation of lists is determined with reference to the shares that are registered to the shareholder on the day on which the lists are filed with the Company.

Shareholders subscribing to a relevant shareholders' agreement within the meaning of article 122 of Legislative Decree 58/1998, the parent company, the subsidiary companies and those under joint control within the meaning of article 93 of Legislative Decree 58/1998, may not submit or take part in the submission, including through an intermediary or trust company, of more than a single list, and may not vote for several lists, and each candidate may only stand in a single list on pain of ineligibility. Any seconding of nominations or votes cast in breach of this prohibition shall not count towards any list.

Lists, signed by the person submitting them, must be lodged at the registered office of the Company at least twenty five days prior to the date set for the General Meeting on the first notice of meeting, notwithstanding any other form of publicity and means of lodging specified in the legislation current at the time.

The lists must contain:

- the personal details of the shareholders submitting the lists, and the overall shareholding together with a certificate of such shareholding; this certification may however also be produced subsequently, provided it is within the deadline prescribed for the publication of the lists pursuant to the laws in force;

- a declaration by the shareholders other than those who hold, individually or collectively, a controlling interest or simple majority, that they do not have any of the links with the latter as envisaged in current laws and regulations;
- a thorough report on the personal characteristics of the candidates, and a declaration by the candidates that they meet the requirements specified by law and accept their nomination, and a list of any posts held involving the administration and control of other companies.

Any lists submitted other than in accordance with the above provisions shall be considered not submitted.

The first two candidates from the list obtaining the highest number of votes and the first candidate on the list obtaining the second highest number of votes who, within the meaning of current legislation, is not indirectly or directly connected with those who have submitted or voted for the list obtaining the highest number of votes, shall be elected Statutory Auditors. The latter shall be elected Chairman of the Board of Statutory Auditors.

The first candidate on the list obtaining the highest number of votes and the first candidate on the list obtaining the second highest number of votes who, pursuant to current laws and regulations, is not indirectly or directly associated with those who have submitted or voted for the list obtaining the highest number of votes, shall be elected alternate Statutory Auditors.

In case of a tie vote between two or more lists, the eldest candidates shall be elected Statutory Auditors until all available posts have been filled.

Where a single list or no lists are submitted, all candidates on the said list or respectively those voted on by the General Meeting shall be elected ordinary and substitute Statutory Auditors, provided that they achieve a majority of the votes cast at the General Meeting.

Any Statutory Auditor who ceases to meet the statutory requirements and those specified in these By-Laws shall cease to hold office.

In the case of substitution of a Statutory Auditor, he shall be replaced by a substitute from the same list as the Statutory Auditor to be replaced. The Chairman of the Board of Statutory Auditors shall continue to be the Statutory Auditor elected by the minority shareholding.

When the General Meeting has to elect standing and/or alternate Statutory Auditors to fill vacate seats on the Board of Statutory Auditors, the following procedure shall be adopted: when it is necessary to substitute Statutory Auditors from the majority list, they shall be elected with a simple majority irrespective of the lists; when, on the other hand, it is necessary to substitute Statutory Auditors elected from the minority list, the General Meeting shall elect them with a simple majority vote, selecting from among the candidates appearing on the list to which the Statutory Auditor to be replaced appeared.

Where for any reason the application of such procedure does not allow the substitution of the Statutory Auditors nominated by the minority shareholding, the General Meeting shall proceed on a simple majority vote; however, in counting the vote, no account shall be taken of those shareholders who, according to notification submitted under current legislation, hold directly or indirectly or together with other shareholders who have entered into a relevant shareholders' agreement within the meaning of article 122 of Legislative Decree No. 58/1998, a simple majority of votes in relation to the eligible votes at the General Meeting, or of those shareholders who control, are controlled by or subject to common control by, the same.

The Board of Statutory Auditors shall meet at least once every ninety days.

Meetings of the Board of Statutory Auditors may also be held by teleconferencing or videoconferencing, provided that all participants may be identified and enabled to follow the discussion, to take part in real time in dealing with the matters in hand and to receive, transmit and view documents.

Accounting control shall be carried out by an appointed audit firm operating in accordance with the law.