

Vittoria Assicurazioni SpA

Meeting of the holders of the bonds “Vittoria Assicurazioni SpA Fixed/Floater 2001/2016 subordinated bond loan convertible into ordinary shares”

- **First call: 14 April 2010**
- **Second call: 15 April 2010**
- **Third call: 16 April 2010**

Board of Directors’ Report

To our Bondholders

Recitals:

1. On 12 November 2001, Vittoria Assicurazioni SpA issued the bond loan “Vittoria Assicurazioni SpA Fixed/Floater 2001/2016 subordinated bond loan convertible into ordinary shares” for a total of Euro 18 million, consisting of 3,750,000 convertible bonds of a nominal value of Euro 4.80 each, corresponding to the issue price. The loan was issued with a maturity lasting from 12 November 2001 to 1 January 2016;
2. When the bond was issued, the conversion ratio was established as being 1 new Vittoria Assicurazioni share for each bond for which conversion was requested. As a consequence of the bonus capital increase resolved by the Extraordinary Shareholders’ Meeting on 27 June 2008, the conversion ratio was changed to 2 new ordinary shares for each bond tendered for conversion;
3. Following the conversions of the bonds into Vittoria Assicurazioni shares in the financial years from 2006 to 2009, today 855,526 bonds are still outstanding, for an amount of Euro 4,106,524.80;
4. As already announced to the market with the press release issued on 5 February 2010, as it has obtained the necessary approval from the ISVAP [the Italian insurance regulator], on 1 January 2011 Vittoria Assicurazioni SpA will proceed with early repayment of the loan, as

allowed by Article 9.5 of the loan's Regulation. Early repayment will take place without any deduction for expenses and at par. As an alternative to repayment, the bondholder will be accorded the option of exercising the bonds' conversion right;

5. Pursuant to Article 7.1 of the loan Regulation, the conversion right can still be exercised in the period from 20 May 2010 to 30 October 2010, and also, as specified above, on the occasion of early repayment.

Given all this, we remind you that the Bondholders' Meeting held on 16 April 2007 had resolved appointment of Mr. Flavio Roberto Galliani as the common representative of bondholders of the bonds "Vittoria Assicurazioni SpA Fixed/Floater 2001/2016 subordinated bond loan convertible into ordinary shares" for FYs 2007-2008-2009, and therefore with a term of office lasting until the date of the Ordinary General Shareholders' Meeting from approval of Vittoria SpA's annual accounts as at 31 December 2009, establishing his annual fee as being Euro 10,000.

In relation to the forthcoming expiry of Mr. Flavio Galliani's term of office, we have called you to attend a Bondholders' Meeting to vote on appointment of the common representative, establishment of the term of office and the related fee. For this purpose, we remind you that, pursuant to the provisions of the Articles from 2415 to 2418 of the Italian Civil Code:

- The common representative protects bondholders' common interests vis-à-vis the company and third parties;
- The bondholders' common representative is appointed by the Bondholders' Meeting and, if the latter does not do this, the representative is appointed by the courts, at the request of one or more bondholders or directors of the company;
- Directors, statutory auditors and employees of the issuer, as well as all those who are in the conditions indicated in Article 2399 of the Italian Civil Code cannot be appointed as bondholders' common representatives and, if appointed, lapse from office. The common representative can also be chosen from among non-bondholders and can be a natural person or a legal entity authorised to provide investment services, or yet again a fiduciary company.



- The common representative has the right to a fee, which is established by the Bondholders' Meeting;
- The common representative remains in office for the period established by the Meeting and in any case for a period of not more than three corporate financial years and can be re-elected.

We therefore invite you to vote on the appointment of your common representative and on his/her/its term of office and to fix the related fee, also taking into account the fact that the Company, as illustrated in the recitals to this report, will proceed with early repayment of the loan on 1 January 2011.

On behalf of the Board of Directors

Roberto Guarena
Managing Director

Milan, 18 February 2010