

The original press release is in Italian. In case of doubt the Italian version prevails

PRESS RELEASE

CONSOB approved the offer document concerning the voluntary public and exchange tender offer on the totality of the ordinary shares of Vittoria Assicurazioni S.p.A. (the "Issuer") launched by Vittoria Capital S.p.A. (the "Bidder").

The acceptance period of the Offer will be from 23 July 2018 until 24 August 2018 inclusive.

20 July 2018 - The Bidder announces that, with reference to the offer document (the "**Offer Document**") filed on 5 June 2018 at CONSOB and relating to the voluntary public and exchange tender offer (the "**Offer**"), pursuant to Article 102, paragraph 1, of the TUF on all the ordinary shares of Vittoria Assicurazioni SpA (the "**Shares**"), listed on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A., and following the press releases of 22 June 2018 and 6 July 2018, today CONSOB, with resolution no. 20531 of 20 July 2018, approved, pursuant to Article 102, paragraph 4, of the TUF, the Offer Document.

The main elements of the Offer are described below, as described in detail in the Offer Document.

Shares subject to the Offer

The Offer concerns total n. 27,464,524 Shares, with a par value of € 1.00 each and representing 40.76% of the share capital, equal to the total number of Shares issued by the Issuer excluding the n. 39,914,400 Shares (equal to about 59.24% of the total number of Shares issued by the Issuer) held directly by the Bidder for n. 34,464,400 (equal to about 51.15% of the total number of Shares issued by the Issuer) and by Yafa Holding S.p.A. for n. 5,450,000 (equal to about 8.09% of the total number of Shares issued by the Issuer).

Per share consideration

The Bidder will pay to each tendering shareholder to the Offer:

- (a) A cash consideration of Euro 14.0 for each tendered share (the "**Cash Consideration**"); or, alternatively,
- (b) A consideration equal to n. 1.4 unlisted ordinary share of the Bidder for n. 1.0 tendered share (the "**Alternative Consideration**"), jointly, the "**Offer Consideration**".

The participants to the offer shall be entitled to exercise the option to receive the payment of the Alternative Consideration in lieu of the Cash Consideration exclusively at the moment of the acceptance of the Offer and, in case of exercise of such option, only with reference to all (and, therefore, not only to a part of) the Shares tendered to the Offer.

Participants who choose Alternative Consideration and tender to the Offer a number of Shares that is not a multiple of 5 will be recognized: (i) with reference to the Shares tendered to the Offer which are a multiple of 5, a fee consisting of n. 1,4 ordinary unlisted shares of the Bidder for each tendered Share; and (ii) for the remaining Shares that exceed a multiple of 5, a cash consideration of 14.0 Euro for no. 1 tendered Share. In line with the foregoing, the shareholder who tenders to the Offer less than n. 5 Shares will have no right to choose between the Cash Remuneration and the Alternative Remuneration, being entitled to receive the Cash Consideration.

Vittoria Capital S.p.A.

Acceptance period

Pursuant to Article 40 of the Issuers' Regulation, the acceptance period, agreed upon with Borsa Italiana SpA, will start on 23 July 2018 and will terminate, unless otherwise extended, on 24 August 2018 (inclusive), with settlement date 31 August 2018 (fifth open stock exchange day following the last day of the Acceptance Period).

Please note that the Offer Document containing the precise description of the terms and conditions of the Offer, as well as, inter alia, the modalities for its acceptance, will be published on 21 July 2018 in compliance with the regulations, also applicable, and will be made available to the public for consultation:

- (i) at the registered office of the Offeror;
- (ii) at the registered office of the Intermediary Appointed for the Coordination of the Collection of Acceptance Banca Akros SpA;
- (iii) on the website of the Intermediary Responsible for the Coordination of the Collection of Acceptance (www.bancaakros.it);
- (iv) on the Global Information Agent website (www.georgeson.com/it).

Lastly, please note that press release of the Issuer's Board of Directors pursuant to art. 103, paragraph 3, of the TUF and 39 of the Issuers' Regulation, which includes the opinion of the independent directors of the Issuer pursuant to art. 39-bis of the Issuers Regulation is attached to the Offer Document.

Press release issued by Vittoria Capital S.p.A. and disseminated by Vittoria Assicurazioni S.p.A. at the request of the same Vittoria Capital S.p.A.