



PROXY

With reference to the Ordinary and Extraordinary Shareholders' Meeting of Vittoria Assicurazioni S.p.A. called at the Company's registered offices in Milan, Via Ignazio Gardella n. 2, on Friday 19 April 2013 at 10.30 a.m. on first call and, if necessary, on Saturday 20 April 2013, at the same time and place, on second call, to discuss and resolve on the following

AGENDA

Ordinary meeting

- 1. Financial Statements as of 31st December 2012, report of the Board of Directors and the Board of Statutory Auditors; relative resolutions.
2. Appointment of the Board of Directors, following prior determination of the number of members and the duration of their appointment; determination of their remuneration.
3. Appointment of the Board of Statutory Auditors and its chairman and the determination of the members' remuneration.
4. Remuneration Policies; Report of the Board of Directors; relative resolutions.

Extraordinary meeting

- 1. Amendments of Article 7 (Meetings) of the By-laws; relative resolutions.

The undersigned (1)

[Empty box for Surname or Company name]

* Surname or Company name

[Empty box for Name]

* Name

[Empty box for Place of birth]

*Place of birth

[Empty grid for Date of birth]

* Date of birth

[Empty grid for Tax code]

*Tax code

[Empty box for Residence or registered office]

*Residence or registered office

[Empty grid for no]

*no

[Empty grid for Post code]

*Post code

[Empty box for Town]

*Town

- checkbox subject with the voting rights according to art. 83 - sexes of Legislative Decree 58/1998;
checkbox pledgee; checkbox swapper; checkbox usufructuary; checkbox custodian; checkbox agent; checkbox legal representative or proxy with power of sub-delegation; checkbox other (specify)

with voting rights arising from no. Vittoria Assicurazioni ordinary shares

HEREBY APPOINT

Mr/Mrs (2)

Born in on

with the power of substitution by

Mr/Mrs (2)

Born in on

to act in my/our behalf in relation to all shares carrying voting rights.

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.

(*) mandatory disclosure

NOTICE

Any subject who is unable to attend the Shareholders' Meeting in person may be represented at the same, included for voting purposes, by a duly appointed proxy of his or her choice.

The Proxy Holder need not necessarily be a shareholder of Vittoria Assicurazioni S.p.A..

The proxy appointment must be witnessed in writing, duly dated and signed, with the name of the proxy filled in by the shareholder, and no other third person or party, without prejudice to the power of the shareholder to write the name of a substitute.

The proxy shall be deemed valid only for one Shareholders' Meeting, inclusive of all the callings thereof, save in the case where the related proxy powers are conferred pursuant to a general power of attorney, or a power of attorney conferred by a body corporate, association, foundation, or other collective entity or Institution ("Entity") on one of its employees. In these cases, and whenever the shareholder is an Entity, a copy of the documents delegating the related powers of representation must be attached to the Proxy Form for subsequent filing in the Company's records.

If the powers of representation are vested in an Entity, the Proxy Holder may appoint only one of its own employees or collaborators.

The Proxy Holder shall not be entitled to, in turn, grant a proxy to or appoint a substitute to act in his or her stead, unless the shareholder expressly invests the proxy with such authority, pursuant to Article 135-*novies*, paragraph 4, of the TUF.

Pursuant to Article 135-*decies*, paragraph 1, of the TUF, granting a proxy upon a representative in conflict of interest is permitted, provided that the representative informs the Proxy Granter in writing of the circumstances entailing such conflict of interest and provided that specific voting instructions are given for each resolution in which the Representative is expected to vote on behalf of the shareholder granting the proxy.

Pursuant to Article 135-*decies*, paragraph 3, of the TUF, substitution of the representative by a party in conflict of interest is permitted only if the substitute has been indicated by the shareholder. In such case, the provisions of Article 135-*decies*, paragraph 1, of the TUF.

PRIVACY NOTICE ACCORDING TO ART. 13 OF LEGISLATIVE DECREE 196/2003 ON THE TREATMENT OF PERSONAL DATA

Vittoria Assicurazioni S.p.A., with registered office in Via Ignazio Gardella 2, 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 Ignazio Gardella 2, 20149 Milan (Italy), or at the following email address: societario@vittoriaassicurazioni.it.



Vittoria Assicurazioni

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