

# Bit Market Services

Informazione Regolamentata n. 0269-19-2016	Data/Ora Ricezione 17 Marzo 2016 09:37:09	MTA - Star
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Societa' : VITTORIA ASSICURAZIONI

Identificativo : 70950

Informazione  
Regolamentata

Nome utilizzatore : VITTORIAN04 - MILANO

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Data/Ora Ricezione : 17 Marzo 2016 09:37:09

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Diffusione presunta

Oggetto : Convening notice for an Ordinary and  
Extraordinary Shareholders' Meeting

*Testo del comunicato*

Vedi allegato.

## VITTORIA ASSICURAZIONI S.p.A.

Registered offices in Milan - Via Ignazio Gardella, 2

Share Capital: 67.378.924,00 euro wholly paid up

Registered in the insurance and reinsurance register under Section I – No. 1.00014

Parent Company of the Vittoria Assicurazioni S.p.A. Group of Insurance Companies

Tax Code and Milan company registration number 01329510158

### Convening notice for an Ordinary and Extraordinary Shareholders' Meeting

The Shareholders of Vittoria Assicurazioni S.p.A. are called to attend the Ordinary and Extraordinary Shareholders' Meeting at the registered office in Milan, Via Ignazio Gardella No. 2, on Wednesday 27<sup>th</sup> April 2016 at 10.30 a.m. on first call and, if necessary, on Thursday 28<sup>th</sup> April 2016 at the same time and place, on second call, to discuss and resolve on the following

#### AGENDA

##### Ordinary meeting

1. Financial Statements at 31 December 2015, report of the Board of Directors and the Board of Statutory Auditors; relative resolutions.
2. Appointment of the Board of Directors:
  - i. determination of the number of members;
  - ii. determination of the duration of their office;
  - iii. appointment of Directors using the list vote procedures;
  - iv. determination of the remuneration of the Board of Directors
3. Appointment of the Board of Statutory Auditors:
  - i. appointment of Board of Statutory Auditors using the list vote procedures;
  - ii. appointment of the Chairman of the Board of Statutory Auditors;
  - iii. determination of the remuneration of the Statutory Auditors .
4. Remuneration Report pursuant to art. 123-ter of Legislative Decree 58/1998 and ISVAP Regulation No. 39/2001; related resolutions.

##### Extraordinary meeting

1. Proposal to amend Article 11 (Corporate Offices) and Article 18 (Legal Representation of the Company) of the Articles of Association; related resolutions.
2. Proposal for abrogation of transitional clauses relating to gender quotas set forth in Article 10, paragraph 11 (Board of Directors) and Article 17, paragraph 7 (Board of Statutory Auditors) of the Articles of Association; related resolutions.

## **RIGHT TO ATTEND THE SHAREHOLDERS' MEETING AND TO EXERCISE VOTING RIGHTS DURING THE SHAREHOLDERS' MEETING**

Pursuant to article 83-sexies of Legislative Decree 58 of 24 February 1998, the persons who are entitled to attend the Meeting and to exercise their right to vote are those for whom the Company has received appropriate communication from an authorised intermediary based on evidence at the end of the accounting day of **Monday 18 April 2016 (record date)**, which is the seventh open market day preceding the date set for the Shareholders' Meeting on first call.

Credits and debits booked in the accounts after this date shall not be considered for the purpose of legitimising the exercise of voting rights at the Shareholders' Meeting: persons who become shareholders after this date will not therefore have a right to attend and vote at the Shareholders' Meeting.

Holders of Vittoria Assicurazioni S.p.A. shares that are not centralised by Monte Titoli S.p.A. are hereby reminded that they can only exercise their rights subject to such shares being deposited with an intermediary for registration into the centralised management system of dematerialised shares by the record date (18 April 2016).

## **REPRESENTATION AT THE MEETING**

### **- Ordinary Proxy**

Those who have the right to vote can be represented at the Meeting as per applicable Law, with the possibility to use for such purpose the Proxy form that is available on the Company internet website at [www.vittoriaassicurazioni.com](http://www.vittoriaassicurazioni.com) (Investor Relations - Shareholders' Meetings).

The proxy must be notified to the company in any one of the following three ways:

- (i) by post, to the registered offices in Via Ignazio Gardella 2, 20149 Milan, addressing the communication to the attention of the Corporate Service - Shareholders' Meeting
- (ii) by e-mail to the following certified mail box: [assemblea.azionisti@pec.vittoriaassicurazioni.it](mailto:assemblea.azionisti@pec.vittoriaassicurazioni.it)
- (iii) by using the application for such purpose available in the same section of the above mentioned internet website.

The proxy holder attending the meeting must however attest the conformity of the copy notified to the original version.

### **- Proxy in favour of the company designated representative**

In accordance with the applicable regulation, those shareholders with voting rights may delegate, free of charge, Mrs Camilla Poggiani as the representative designated by the Company, pursuant to article 135-undecies of the Italian Consolidated Finance Act (TUF), who may be substituted by the Mrs Rossella

Cardone. The proxy must be granted by signing the applicable form, available on the internet website [www.vittoriaassicurazioni.com](http://www.vittoriaassicurazioni.com) (Investor Relations - Shareholders' Meetings).

The original form must reach the company-designated representative also by registered post in Via Agnello 18, 20121 Milan, by the second open market day preceding the date set for the Shareholders' Meeting on first call or, as applicable, on the second call call (more precisely: in the case of the first call the proxy must be received by Monday 25<sup>th</sup> April 2016 and however, being a Italian public holiday, will be accepted proxies sent by that date even if received up to 12.00 p.m. on the 26<sup>th</sup> April 2016; in the case of the second call the proxy must be received by 26<sup>th</sup> April 2016). Proxy is not valid for matters for which voting instructions have not been given. The proxy and voting instructions can be revoked by the same date as set out above.

#### **RIGHT TO ASK QUESTIONS**

Shareholders may ask questions on items on the agenda even before the Shareholders' Meeting by submitting them in one of the following two ways

- (i) by post, to the registered offices in Via Ignazio Gardella 2, 20149 Milan, addressing the communication to the attention of "Servizio Societario – Assemblea degli Azionisti"
- (ii) by e-mail to the following certified mail box: [assemblea.azionisti@pec.vittoriaassicurazioni.it](mailto:assemblea.azionisti@pec.vittoriaassicurazioni.it)

Questions can be submitted up to five days before the Meeting. Answers to questions received within such deadline will be provided to the applicant Shareholder and published on the internet website [www.vittoriaassicurazioni.com](http://www.vittoriaassicurazioni.com) (Investor Relations - Shareholders' Meetings) two days before the Meeting. Answers made available to the Shareholders, on paper format, at the beginning of the Shareholders' Meeting, are considered as given during the Meeting itself.

#### **ADDITIONS TO THE AGENDA OF THE SHAREHOLDERS' MEETING AND PRESENTATION OF NEW PROPOSED RESOLUTIONS**

Shareholders who, individually or jointly, represent at least one fortieth of the share capital may request the addition of an item on the agenda within ten days of the publication of this convening notice, specifying in their request the additional topics proposed, or submit proposals for resolutions on matters that are already on the agenda.

Questions, together with the certifications issued by qualified intermediary attesting that the shareholder/s hold/s at least 2.5% of the share capital and indicating the corporate rights that may be exercised, shall be submitted in writing and delivered to the Company in any one of the following two ways:

- (i) by post, to the registered offices in Via Ignazio Gardella 2, 20149 Milan, to the attention of Servizio Societario – Assemblea degli Azionisti

(ii) by e-mail to the following certified mail box: [assemblea.azionisti@pec.vittoriaassicurazioni.it](mailto:assemblea.azionisti@pec.vittoriaassicurazioni.it),

No additions to the agenda shall be allowed in relation to topics for which resolutions have been proposed for the Meeting by the Directors in compliance with the provisions of Law, or in relation to projects or reports recommended by them, other than as provided in the first Paragraph of Article 125-ter of the Italian Consolidated Finance Act (TUF).

By the same date and in the same manner, shareholders requesting the addition of items on the agenda shall send a report to the Board of Directors with the reasons for adopting resolutions on the additional topics that they recommend for discussion, or the reasons for additional resolution proposals for matters that are already on the agenda.

Any additions to the agenda or additional resolution proposals on matters that are already on the agenda will be disclosure in the same manner as set forth by Law for convening notices, within the term set forth by the applicable regulations, i.e. by 12<sup>th</sup> April 2016. At the same time the reports of the Shareholders who requested the additions will be made available to the public together with eventual comments of the Board of Directors, as the provisions of the article 125-ter of the Italian Consolidated Finance Act (TUF).

#### **APPOINTMENT OF THE BOARD OF DIRECTORS AND FILING OF LIST OF CANDIDATES**

Lists of candidates for appointment on the Board of Directors may be presented by one or a group of shareholders who hold an overall shareholding of 2.5% of the share capital. Ownership of the minimum shareholding quota for the purpose of presenting a list of candidates is determined with reference to the shares that are registered in the name of the shareholder/s as of the day when the list is submitted to the company.

Candidate lists underwritten by those shareholders presenting them must be delivered by the **17.30 hrs of the Saturday 2<sup>nd</sup> April 2016** (twenty-five days before the Meeting) at the registered offices of the company in Milan in Via Ignazio Gardella No. 2. Candidate lists can also be filed by email at the following registered email address [assemblea.azionisti@pec.vittoriaassicurazioni.it](mailto:assemblea.azionisti@pec.vittoriaassicurazioni.it), together with information that identifies the individual depositing the list.

A list of candidates must be filed together with:

- information related to the identity of the shareholder/s presenting the list, with an indication of the overall shareholding;
- declarations of each single candidate whereby they accept the nomination and attest under their own responsibility to the fact that nothing precludes them from being elected, that there are no grounds for incompatibility, and that they have the required requisites for their respective nominations;

- a curriculum vitae with the personal and professional characteristics of each candidate including a possible indication of the characteristics that qualify them as independent.
- the relevant certificate issued by an authorised intermediary proving ownership, at the time of submission of the list, of the number of shares necessary for the presentation of the same. This certification could be filed subsequent to the submission of the list, provided by 6 April 2016.

As per the provisions of the By-laws in relation to conformance with the applicable regulation governing gender equality, those lists with a number of candidates that is equal or greater than three must include candidates of both sexes in such a way that at least one third (rounded up) of the candidates are of the least represented sex.

Candidate lists that do not conform to the above conditions shall be deemed not to have been presented. Shareholders are requested to take into account the recommendations of Consob Notice DEM/9017893 dated 26<sup>th</sup> February 2009, particularly with reference to the declaration claiming absence of any relationship, even indirect, with the shareholders that hold a controlling stake in the company.

The list of candidates presented and the relative supporting documentation will be made available to the public at the registered offices of the company and on the company internet website [www.vittoriaassicurazioni.com](http://www.vittoriaassicurazioni.com) (Investor Relations - Shareholders' meetings) by Wednesday **6th April 2016**.

For further information refer to the Explanatory Report of the Directors at item 2 of the agenda which is published together with this notice, as well as to the applicable statutory and legal provisions.

#### **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS AND FILING OF LIST OF CANDIDATES**

Lists of candidates for appointment on the Board of Statutory Auditors may be presented by one or a group of shareholders who hold an overall shareholding of 2.5% of the share capital. Ownership of the minimum shareholding quota for the purpose of presenting a list of candidates is determined with reference to the shares that are registered in the name of the shareholder/s as of the day when the list is presented to the company.

Candidate lists underwritten by those shareholders presenting the list must be delivered by **17.30 hrs of Saturday 2 April 2016** (twenty-five days before the Meeting) to the registered offices of the company in Milan in Via Ignazio Gardella No. 2. Candidate lists can also be deposited by email at the following registered email address: [assemblea.azionisti@pec.vittoriaassicurazioni.it](mailto:assemblea.azionisti@pec.vittoriaassicurazioni.it), together with information that identifies the individual depositing the list.

A list of candidates must be filed together with:

- information related to the identity of the shareholder/s presenting the list, with an indication of the overall shareholding;
- a declaration of the shareholders who do not individually or jointly hold a controlling or relative majority stake, attesting to the fact that they do not have a relationship as provided in the applicable regulations, with shareholders holding a controlling or relative majority stake.
- a detailed memorandum on the personal characteristics of the candidates, together with a declaration of the candidates where they attest to the fact that they hold the necessary requisites required by Law and that they accept the nomination, as well as a list of any administrative and auditing posts held in other companies.
- the relevant certificate issued by an authorised intermediary proving ownership, at the time of submission of the list, of the number of shares necessary for the presentation of the same. This certification could be filed subsequent to the submission of the list, provided by 6 April 2016.

In the event that at the end of the term for the presentation of lists of candidates, only one list has been presented, or there are only lists presented by shareholders with whom there exists a pro-tempore significant relationship in place for the purpose of applicable laws and regulations, then other lists may be presented up to the third day following such end of term, i.e. up to **17.30 hrs on 5<sup>th</sup> April 2016**; and in such case the aforementioned 2.5% ownership threshold for presenting a list of candidates shall be reduced to 1.25%.

The list of candidates must be made up of two sections: one for the appointment of standing Statutory Auditors and the other for the appointment of substitute Statutory Auditors. The lists must have a number of candidates that is not greater than the number of members to be appointed, listed with a progressive number.

Those lists with a number of candidates that is equal or greater than three must include candidates of both sexes in such a way that at least one fifth (rounded up) of the candidates to serve as effective members and one third (rounded up) of the candidates to serve as substitute members are of the least represented sex.

Candidate lists that do not conform to the above conditions shall be deemed not to have been presented.

The list of candidates submitted and the relative supporting documentation will be made available to the public at the registered offices of the company and on the company internet website [www.vittoriaassicurazioni.com](http://www.vittoriaassicurazioni.com) (Investor Relations - Shareholders' Meetings) by Wednesday **6<sup>th</sup> April 2016**.

For further information refer to the Explanatory Report of the Directors at item 3 of the agenda which is published together with this notice, as well as to the applicable statutory and legal provisions.

## DOCUMENTATION

The Directors report and the proposed resolutions regarding the items on the agenda shall be made available to the public at the registered offices of the company in Milan in Via Ignazio Gardella No. 2, and on the company internet website [www.vittoriaassicurazioni.com](http://www.vittoriaassicurazioni.com) (Investor Relations - Shareholders' Meeting), as provided by applicable regulations as follows:

1. together with this notice:
  - The Report of the Board of Directors in matters on the Ordinary and Extraordinary Shareholders' Meeting prepared pursuant to art. 125-ter of Legislative Decree no. 24 February 1998, n. 58,
2. by the 30<sup>th</sup> March 2016:
  - The 2015 annual Financial Report including the draft annual Financial Statement, the Consolidated Financial Statements, the Report on operations and certification pursuant to Article 154-bis, paragraph 5 of the Italian Consolidated Finance Act (TUF), together with the report of the Board of Statutory Auditors and the external auditors as well as the Report on Corporate Governance and Ownership Structure;
3. by the 6<sup>th</sup> April 2016:
  - The Report on remuneration policies.

The summary report of key figures from the last Financial Statements of subsidiaries and affiliates prepared pursuant to article 2429 of the Italian Civil Code will be available at the company's registered offices by the 12<sup>th</sup> April 2016.

## INFORMATION ON SHARE CAPITAL

The share capital currently stands at 67.378.924,00 euro divided into 67.378.924 shares of a nominal value of 1 euro each; each share gives the right to one vote. The company does not own any of its own shares.

For and on behalf of the Board of Directors

The Managing Director

Roberto Guarena



Fine Comunicato n.0269-19

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