

Ordinary and Extraordinary Shareholders Meeting

April 27, 2016 first call

April 28, 2016 second call

APPOINTMENT OF THE BOARD OF DIRECTORS

LIST NO. 3

Presented by the Shareholder SERFIS S.p.A

English translation.

Copy of the original signed document is available in the Italian Section of the website.

In case of discrepancy, the Italian version prevails.

Milan, 30 March 2016

Vittoria Assicurazioni S.p.A.
Via Ignazio Gardella n. 2
20149 MILAN

Subject: Submission of the list for the election of the Board of Directors pursuant to Article 10 of the Article of Association.

The undersigned Serfis S.p.A. with registered office in Milan, Via Borgogna n. 3, in the person of the sole Director Dr. Livio Strazzera, owner of no. 2,695,157 shares of Vittoria Assicurazioni S.p.A. representing the percentage of 4% of the share capital, as per the attached certification issued by the Custodian pursuant to art. 10 of the current Articles of Association, submits and deposits the following candidate who will take part to the election of the Board of Directors at the Ordinary and Extraordinary Shareholders' Meeting called for April 27, 2013 at 10:30 am on first call and 28 April 2013 at 10.30 am second call:

1. Dr. Anna Strazzera

Please find attached the following documents required by the Articles of Association and regarding the candidate:

1. curriculum vitae
2. Corporate Governance Code: nature of offices held
3. Integrity of the directors
4. Declaration of acceptance of candidacy for the post of Director of Vittoria Assicurazioni S.p.A. and possession of the legal requirements

The undersigned states, finally the absence of any connection also indirect and / or significant relationships, also in accordance with Consob Communication n. DEM / 9017893 of 26.2.2009, with shareholders that together hold a controlling or relative majority as provided for in Articles 147 - ter, III, c. of the TUF and 144 quinquies of the Issuers' Regulation approved by Consob Resolution 11971/99.

Sincerely.

The presenting Shareholder
(signed by SERFIS S.p.A.)

English translation.

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ANNA STRAZZERA

Annex 1

Born in Bologna on 4/3/1959

Fiscal Code STRNNA 59C44 A944Q

Certificate in foreign languages (French and English) at the Ghislanzoni Institute in Milan

Graduated in Business Economics at University L. Bocconi – Milan

Member of the Order of Chartered Accountants of Milan since 1989

Entered in the Register of Auditors by DM 12 April 1995, Official Gazette n. 31 bis of 21.4.1995

Accountant in Luxembourg for an international insurance Group

Tax, corporate and financial consultant for Italian and foreign Companies

Director of Banca di Legnano (Banca Popolare di Milano Group) from 2002 to 2008

Member of the Board of Directors of Vittoria Assicurazioni S.p.A since 2013

She carries on business as a associated Chartered Accountant in Milan.

Milan , 30 March 2016

(signed by Anna Strazzera)

English translation.

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ANNA STRAZZERA

Annex 2

Subject: Code of Conduct: nature of offices held

The undersigned Strazzera ANNA, born in Bologna, on 4 March 1959, Italian citizen, STRNNA59C44A944Q Tax Code, pursuant to Application Criterion 1.C.3 of the Corporate Governance Code for listed companies promoted by the Italian Stock Exchange and to the Corporate Governance Report approved by the Board of Directors of Vittoria Assicurazioni SpA, which set in 12 administration and control (including 6 listed companies) the maximum number of positions to be held in other companies, compatible with the effective performance of a director of Vittoria Assicurazioni SpA

COMMUNICATES

to hold the following positions of management and control:

<u>Company</u>	<u>Position held</u>
1) ISTITUTI OSPEDALIERI BERGAMASCHI S.r.l	Chairman of the Board of Statutory Auditors
2) PAPINIANO S.P.A	Chairman of the Board of Statutory Auditors
3) ISTITUTO OSPEDALIERI BRESCIANI S.p.A.	Chairman of the Board of Statutory Auditors
4) ISTITUTO CLINICO VILLA APRICA S.p.A.	Chairman of the Board of Statutory Auditors
5) ISTITUTI CLINICI ZUCCHI S.p.A.	Chairman of the Board of Statutory Auditors
6) CORMAN S.p.A.	Statutory Auditor
7) CASA DI CURA LA MADDONINA S.p.A.	Chairman of the Board of Statutory Auditors
8) VELCA S.p.A.	Chairman of the Board of Statutory Auditors
9) ISTITUTO ORTOPEDICO GALEAZZI S.p.A.	Chairman of the Board of Statutory Auditors
10) POLICNICO SAN DONATO S.p.A.	Chairman of the Board of Statutory Auditors
11) ALCIATO S.p.A.	Chairman of the Board of

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	Statutory Auditors	
12) PARTENONE S.r.l.	Chairman of the Board of Statutory Auditors	Board of
13) DURGA S.p.A.	Statutory Auditors	
14) ARUNA S.r.l.	Statutory Auditors	
15) SIUSI S.p.A.	Chairman of the Board of Statutory Auditors	Board of
16) IMMOBILIARE XXIV MAGGIO S.p.A.	Chairman of the Board of Statutory Auditors	Board of
17) ISTITUTI CLINICI DI PAVIA E VIGEVANO S.p.A.	Chairman of the Board of Statutory Auditors	Board of

The companies referred to in points 1, 2, 3, 4, 5, 7, 8, 9, 10, 11, 12, 16, and 17 are all companies of the Hospital Group San Donato, which Parent Company is Papiniano Spa, the account audit is not carried out by the Statutory Auditors, they are not listed Companies and only the companies referred to points 1, 3 and 10 can be considered individually companies of significant dimensions.

The companies referred to in points 11 and 14 are small companies.

The companies referred to in points 2, 8, 12, 13, 15 and 16 are small companies, which activity is property management or holding company.

I undertake to promptly communicate to Vittoria Assicurazioni S.p.A. any subsequent change in the information provided with this declaration.

Milan , 30 March

(signed by Anna Strazzera)

English translation.

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ANNA STRAZZERA

Annex 3

DECLARATION ON THE POSSESSION OF THE REQUIREMENTS OF INDEPENDENCE

The undersigned **Anna Strazzera**, born in Bologna 4 March 1959, tax code STRNNA59C44A944Q, in relation to the appointment of the Board of Directors of Vittoria Assicurazioni S.p.A, in the second point of the ordinary part of the agenda of the Ordinary and Extraordinary General Meeting of the Company convened for 27 April 2016, on first call and, if necessary, on April 28, 2016, on second call, and with reference to her candidacy as a director in the list submitted by the shareholder Serfis S.p.A.,

- 1) Being aware of the contents of the combined provisions of Article 147-ter, paragraph 4 and Article 148, paragraph 3, of Legislative Decree 24 February 1998, n. 58, which provide that can not be considered "independent":
 - a) persons who are in the conditions referred to in Article 2382 of the Civil Code (*);
(article 2382 of the Civil Code "It can not be appointed as a director, and if appointed decade of his office, the interdict, the disabled, the bankrupt, or who has been sentenced to a term that includes being barred even temporarily from holding public office or inability to exercise executive offices "*
 - b) spouses, relatives and cognate up to the fourth degree of kinship of the directors of the company, spouses, relatives and the like up to the fourth degree of kinship of the directors of the companies it controls, the companies it is controlled by and those subject to common control;
 - c) persons who are linked to the company, the companies it controls, the companies it is controlled by and those subject to common control or to directors of the company or persons referred to in paragraph b) by self-employment or employee relationships or by other relationships of an economic or professional nature that might compromise their independence.

DECLARES

under her own responsibility

to meet

not to meet

the requirements of "independence" as defined and provided for by the above provisions of the Legislative Decree 58/98.

Furthermore

- 2) Being aware that:
 - Vittoria Assicurazioni has adopted the Code of Conduct for Listed Companies approved by the Corporate Governance Committee on December 2011 and promoted by Borsa Italiana S.p.A. (hereinafter "the Code),

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- the Code recommends that an adequate number of non-executive directors shall be independent, in the sense that they do not maintain, directly or indirectly or on behalf of third parties, nor have recently maintained any business relationships with the issuer or persons linked to the issuer, of such a significance as to influence their autonomous judgment;
- according to art. 3.C.1. of the Code, a director usually does not appear independent in the following events, to be considered merely as an example and not limited to:
 - a) if he/she controls, directly or indirectly, the issuer also through subsidiaries, trustees or third parties, or is able to exercise over the issuer dominant influence, or participates in a shareholders' agreement through which one or more persons can exercise a control or dominant influence over the issuer;
 - b) if he/she is, or has been in the preceding three fiscal years, a significant representative of the issuer, of a subsidiary having strategic relevance or of a company under common control with the issuer, or of a company or entity controlling the issuer or able to exercise over the same a considerable influence, also jointly with others through a shareholders agreement;
 - c) if he/she has, or had in the preceding fiscal year, directly or indirectly (e.g. through subsidiaries or companies of which he is a significant representative, or in the capacity as partner of a professional firm or of a consulting company) a significant commercial, financial or professional relationship:
 - with the issuer, one of its subsidiaries, or any of its significant representatives;
 - with a subject who, also jointly with others through a shareholders' agreement, controls the issuer, or – in case of a company or an entity – with the relevant significant representatives;or is, or has been in the preceding three fiscal years, an employee of the above-mentioned subjects;
 - d) if he/she receives, or has received in the preceding three fiscal years, from the issuer or a subsidiary or holding company of the issuer, a significant additional remuneration (compared to the “fixed” remuneration of non-executive director of the issuer and to remuneration of the membership in the committees that are recommended by the Code) also in the form of participation in incentive plans linked to the company's performance, including stock option plans;
 - e) if he/she was a director of the issuer for more than nine years in the last twelve years;
 - f) if he/she is vested with the executive director office in another company in which an executive director of the issuer holds the office of director;
 - g) if he/she is shareholder or quotaholder or director of a legal entity belonging to the same network as the company appointed for the auditing of the issuer;
 - h) if he/she is a close relative of a person who is in any of the positions listed in the above paragraphs.
- the Board of Directors of Vittoria Assicurazioni SpA approved the adoption of the principles and criteria provided by art. 3 of the Code in relation to independent directors, with the exception of criterion 3.C.1, letter e), relating to maximum of nine years in office;

DECLARES

under her own responsibility

to meet

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not to meet

the requirements of "independence" provided for by the above mentioned Article 3 of the Corporate Governance Code for Listed Companies.

The undersigned undertakes to communicate to the Company any subsequent change in the information provided with this declaration.

Signed on 30 March 2016 by Anna Strazzera

English translation.

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ANNA STRAZZERA

Annex 4

**Declaration of acceptance of candidacy for the office of director of
Vittoria Assicurazioni S.p.A.
and meet the requirements specified by current Regulation**

The undersigned **Anna Strazzera**, born in Bologna 4 March 1959, tax code STRNNA59C44A944Q, in relation to the appointment of the Board of Directors of Vittoria Assicurazioni S.p.A, in the second point of the ordinary part of the agenda of the Ordinary and Extraordinary General Meeting of the Company convened for 27 April 2016, on first call and, if necessary, on April 28, 2016, on second call, and with reference to her candidacy as a director in the list submitted by the shareholder Serfis S.p.A.,

DECLARES

to accept the candidacy for the office of Director of Vittoria Assicurazioni S.p.A. and to accept the office, if appointed by the Shareholders Meeting.

Therefore, under his own responsibility

DECLARE AND CERTIFY

- not to fall in any situation of ineligibility, incompatibility or decadence provided by applicable laws and by the Articles of Association of Vittoria Assicurazioni S.p.A.;
- to meet the professional requisites qualifications provided for by art. 3 of the Decree of the Ministry of Economic Development, n. 220, 11 November 2011 and in particular to have overall experience of at least three years, through the exercise of:
 - administration, management or control responsibilities at companies and authorities in the insurance, credit or financial sector;
 - administration, management or control responsibilities at public entities or public administrations with business in the insurance, credit or financial sector including other industries if the functions performed imply the management or management control of economic financial resources;
 - administration, management or control at public entities or public and private enterprises whose size is similar to that of Vittoria Assicurazioni S.p.A.;
 - professional activities in areas related to the insurance, credit or financial sector or teaching at the university level in law, economics, or statistics with relevance for the insurance industry.
- not to fall in any of the impediment situations provided for in Article 4 of the Decree of the Ministry of Economic Development, n. 220, 11 November 2011, and therefore:
 - to have not held the position of director, general manager, auditor or liquidator of companies that in the last three years have been subjected to extraordinary administration procedures, bankruptcy or forced liquidation or similar procedures;
 - not to be subjected, in the last three years, to an order of removal from the register of exchanges agents, set for by art. 201, section 15 of the Legislative Decree 24 February 1998, n. 58, and not to be an exchanges agent in a state of exclusion from trading on a regulated market.

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- To be in possession of the integrity requirements established by article 5 of the Decree of the Ministry of Economic Development, n. 220, 11 November 2011, and therefore to be not in any of the following situations:
 - a) state of interdiction or temporary interdiction from holding executive offices of the legal persons and enterprises and, in any event, all the situations set forth by article 2382 of the Civil Code;
 - b) submission to preventative measures ordered by the courts, in accordance with Law 1423 of 27 December 1956 or Law 575 of 31 May 1965, or Law 646 of 13 September 1982, as amended, save for any effects of rehabilitation;
 - c) final criminal court sentence, save for any effects of rehabilitation:
 - i) to imprisonment for an offense under the special regulations governing the insurance, financial, credit, securities and securities markets and by Legislative Decree 21 November 2007, n. 231, and subsequent amendments and additions;
 - ii) to imprisonment for one of the crimes provided for in Title XI of Book V of the Civil Code and Royal Decree of 16 March 1942. 267;
 - iii) to imprisonment for a period not less than one year for an offense against public administration, against the public trust, against property, against public order, against the public economy or for a tax offense;
 - iv) to imprisonment for a period not less than two years for any crime committed manslaughter.
 - d) not to have been convict by a judgment which the penalty at the request of the parties, except in the case of the extinction of the offense, to the penalties indicated in letter c);
 - e) not to have been addressed, in countries other than the Italian, to measures corresponding to those listed above under a), b), c) and d)
- to be in possession of the independence requirements provided for by art. 6 of the Decree of the Ministry of Economic Development, n. 220, 11 November 2011;
- not to hold positions of supervision, administration and control and not to be employed by companies or groups of companies operating in the credit markets, insurance and financial services, where the activity is carried out in the same product market and geographic Vittoria Assicurazioni S.p.A.;
- to be in possession of the integrity requirements established by Decree 30 March 2000. 162, and therefore:
 - - not having been subjected to precautionary measures imposed by the court under the law 27 December 1956, n. 1423, or the law 31 May 1965, n. 575, and subsequent amendments, subject to the effects of rehabilitation;
 - - not having been convicted by a final judgment subject to the effects of rehabilitation: (i) to imprisonment for an offense under the rules governing the banking, financial and insurance and the rules of markets and financial instruments, taxation and payment instruments, (ii) to imprisonment for one of the crimes provided for in Title XI of Book V of the Civil Code and Royal Decree 16 March 1942, n. 267 (iii) to imprisonment for a period not less than six months for a crime against public administration public trust, property, public order and the public economy, (iv) to imprisonment for a period not less than one year for any crime committed without criminal intent.

The undersigned undertakes to produce, at the request of Vittoria Assicurazioni S.p.A.,

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appropriate documentation to confirm the veracity of this statement and to communicate any subsequent change in the information provided with this declaration.

The undersigned attaches a curriculum vitae to this statement, including the offices of administration and control currently held. The undersigned authorizes the publication of the data and information contained therein.

Pursuant to and for the purposes of art. 13 D. Decree 30 June 2003, n. 196, the undersigned declares to be informed that his personal data will be processed by Vittoria Assicurazioni S.p.A., also by electronic means, only in proceedings to which this declaration is made.

Signed on 30 March 2016 by Anna Strazzerà