

Bit Market Services

Informazione Regolamentata n. 0269-29-2016	Data/Ora Ricezione 27 Aprile 2016 14:59:38	MTA - Star
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Societa' : VITTORIA ASSICURAZIONI

Identificativo : 73148

Informazione
Regolamentata

Nome utilizzatore : VITTORIAN04 - MILANO

Tipologia : IRCG 02; IRAG 01; IROS 07

Data/Ora Ricezione : 27 Aprile 2016 14:59:38

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Diffusione presunta

Oggetto : General and extraordinary meeting of Shareholders and subsequent Board of Directors' meeting. Renewal of top positions in a process of continuity

Testo del comunicato

Vedi allegato.

PRESS RELEASE

Please note that the original Press Release is in Italian.
In case of doubt the Italian version prevails

General and extraordinary Meeting of Shareholders and subsequent Board of Directors' meeting. Renewal of top positions in a process of continuity

- FY2015 accounts approved
- € 0.20 dividend per share approved (€ 0.19 in the previous year)
- Remuneration policies approved
- Change in Art 11 and 18 of the Company's by-laws
- Board of Directors and Board of Statutory Auditors appointed
- Carlo Acutis President Emeritus, Andrea Acutis Chairman, Roberto Guarena Deputy Chairman, Cesare Caldarelli General Manager.

The Annual General Meeting of the shareholders of VITTORIA ASSICURAZIONI took place today, in Milan, under the chairmanship of Giorgio COSTA. Shareholders approved the Board of Directors' Report and the Financial Statements for the year ending 31 December 2015.

The dividend amounts to € 0.20 per share (+5%) and is payable as from 4 May 2016, with detachment of coupon no. 34 on 2 May 2016 and record date of 3 May 2016.

The Shareholders' Meeting also appointed the new Board of Directors for the years 2016, 2017, 2018. 14 Directors relate to the list presented by the majority, and one from the minority:

- Adriana ACUTIS BISCARETTI DI RUFFIA
- Andrea ACUTIS
- Carlo ACUTIS
- Marco BRIGNONE
- Cesare CALDARELLI
- Giorgio Roberto COSTA
- Roberto GUARENA
- Lorenza GUERRA SERÀGNOLI



- Antonella MASSARI (candidate of the minority list)
- Giorgio MARSIAJ
- Marzia MORENA
- Lodovico PASSERIN D'ENTRÈVES
- Luca PAVERI FONTANA
- Giuseppe SPADAFORA
- Roberta URBAN

Shareholders also appointed the Board of Statutory Auditors as follows:

- Giuseppe CERATI, President (candidate of the minority list)
- Giovanni MARITANO, standing statutory auditor (candidate of the majority list)
- Francesca SANGIANI, standing statutory auditor (candidate of the majority list)
- Monica MANNINO, substitute statutory auditor (candidate of the minority list)
- Maria Filomena TROTTA, substitute statutory auditor (candidate of the majority list)

The resumes of both the Directors and The Statutory Auditors will be made available today on the Company's site www.vittoriaassicurazioni.com Governance Section, page Corporate Bodies.

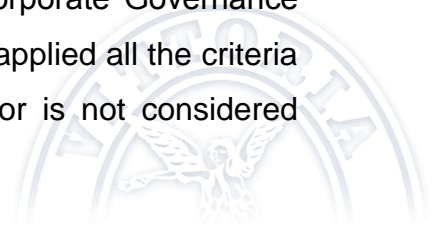
The Shareholders' meeting has also approved the Company's remuneration policies.

Finally the Shareholders' meeting has approved a change in articles 11 and 18 of the Company's by-laws in order to adjust the provisions contained in the by-laws to include the role of President Emeritus and to appoint the general directors as the legal representatives. The new provisions are subject to the approval of IVASS as per Article 196 of D.lgs 2019 dated 7 September 2005.

The Board of Directors, which met after the AGM, appointed Carlo ACUTIS as President Emeritus, Andrea ACUTIS as Chairman and Roberto GUARENA as Deputy Chairman.

Cesare CALDARELLI qualifies as Executive Director due to his role as the Company's General Director.

The Board of Directors confirmed the applicability of the independency criteria provided by either Article 147-ter and 148, paragraph 3 of Legislative Decree n. 58/98 (the Italian Consolidated Finance Act) and by Article 3 of the Company's Corporate Governance Code. As far as the latter is concerned, the Board of Directors has applied all the criteria provided for therein, except for the criteria under which a director is not considered





independent if he has been in charge for over nine years. The Board of Directors has, in fact, deemed that the prolonged presence in the office is not an obstacle to the independence of the Directors but instead allows them to give a better contribution to the discussions of the BOD and, more in general, in the definition of the company's strategic guidelines.

The qualification of the Board members as independent has been verified as per Article 148, paragraph 3 of Legislative Decree n. 58/98 (the Italian Consolidated Finance Act): Marco Brignone, Giorgio Roberto Costa, Lorenza Guerra Seragnoli, Giorgio Marsiaj, Maria Antonella Massari, Marzia Morena, Luca Paveri Fontana, Giuseppe Spadafora and Roberta Urban.

The qualification as independent as per Article 3 of the Corporate Governance Code has been verified for the following Directors: Marco Brignone, Lorenza Guerra Seragnoli, Giorgio Marsiaj, Maria Antonella Massari, Marzia Morena, Lodovico Passerin D'Entreves, Giuseppe Spadafora and Roberta Urban.

The Statutory Auditors verified the correct application of the criteria and procedures in force as to ascertain that the Board of Directors has evaluated the independence of all its members.

The Statutory Auditors has furthermore verified the existence of the independence criteria for all its members, not applying, as the Board of Directors, the criteria under which a Statutory Auditor is not considered independent if he has been in charge for over nine years.

Based on the information held by the Company, the following Directors hold, directly or indirectly, shares of the Company: Adriana Acutis (n. 64,750 shares), Andrea Acutis (117,730 shares), Carlo Acutis (38,864,400 shares), Marco Brignone (20,000 shares), Cesare Caldarelli (11,500 shares), Giorgio Roberto Costa (50,000 shares), Roberto Guarena (50,000 shares), Giorgio Marsiaj (344,644 shares), Luca Paveri Fontana (69,000 shares).

The BOD has also appointed the following Committees:

Control and Risk Committee: Giuseppe Spadafora (independent Chairman), Luca Paveri Fontana and Roberta Urban (independent).





Appointments and Remuneration Committee: Lodovico Passerin D'Entreves (independent Chairman), Luca Paveri Fontana, Antonella Massari (independent) and Giuseppe Spadafora (independent).

Related Parties Committee: Roberta Urban (independent Chairman), Marco Brignone (independent) and Giuseppe Spadafora (independent).

Strategy Committee: Andrea Acutis (Chairman), Carlo Acutis, Cesare Caldarelli, Roberto Guarena, Giuseppe Spadafora (independent) and Roberta Urban (independent).

Finance Committee: Andrea Acutis (Chairman), Adriana Acutis Biscaretti di Ruffia, Carlo Acutis, Cesare Caldarelli, Giorgio Roberto Costa, Roberto Guarena, Luca Paveri Fontana and Giuseppe Spadafora (independent).

Real Estate Committee: Andrea Acutis (Chairman), Adriana Acutis Biscaretti di Ruffia, Carlo Acutis, Cesare Caldarelli, Giorgio Roberto Costa, Roberto Guarena, Marzia Morena (independent), Luca Paveri Fontana and Giuseppe Spadafora (independent).

The BOD has confirmed Mario Ravasio as secretary of the Board.

Giuseppina Marchetti, Head of Planning and Control, has been appointed as Investor Relator.

Milan, 27 April 2016

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About Vittoria Assicurazioni

Vittoria Assicurazioni is an independent insurance company, founded in Milan in 1921. The company is active in all life and non-life lines, covering the whole of Italy via an extensive commercial network featuring over 400 agencies. Vittoria's mission is to be the elective insurer of families and small and medium enterprises.



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