

Translation in english of the document originally issued in Italian. In the event of discrepancy, the italian language version prevails.

## **Vittoria Assicurazioni S.p.A.**

### **Corporate By-Laws**

#### **COMPANY NAME - PURPOSE – REGISTERED OFFICE – DURATION**

##### **Article 1 – Company Name**

The name of the Company is Vittoria Assicurazioni S.p.A.

In case of business abroad, the Company name may also be translated into the languages of the countries where the Company operates, either literally or using the versions customarily used in those countries.

##### **Article 2 – Registered Office**

The Company's registered office is in Milan.

The Company may establish, modify or close secondary offices, head offices, representative offices, branches, agencies and offices both in Italy and abroad, in the manner that is most suitable from time to time.

##### **Article 3 - Purpose**

The Company's purpose is to exercise all insurance, reinsurance and capitalization lines of business permitted by law.

Accordingly, the Company may manage the schemes for the provision of supplementary pension benefits, particularly those referred to in Legislative Decree no. 252 of 5 December 2005, as subsequently amended and supplemented, as well as establish and manage open and closed pension funds, particularly pursuant to Article 9 of said Decree.

It may grant sureties and other guarantees of any kind whatsoever, provide funding, within the limits set forth by applicable law; acquire interests and investments in other companies or bodies having a similar or related purpose, or one that is in any way connected or instrumental to the Company's one; become their representative or take on their management. For investment purpose and within the limits established by law, it may also acquire interests and investments in companies or bodies with different purposes. It may carry on any commercial, industrial and financial, securities and real-estate, investment and divestment transaction that is functionally related to the corporate purpose or useful for its attainment, including promotion and placement of securities to the extent permitted by current regulation and even in places other than its registered office or head office.

The Company is divided into Non-Life and Life Divisions.

Transactions not related to life assurance and reinsurance, capitalisation or other supplementary pension schemes are allocated to the Non-Life Division.

Transactions related to life assurance and reinsurance, capitalisation or supplementary pension schemes are allocated to the Life Division.

The Company belongs to Vittoria Assicurazioni group. As such, it is required to comply with provisions that the parent company Yafa S.p.A. adopts for the enforcement of current legislation

and provisions given by IVASS in the interest of the sound and efficient management of the group. The Company's directors provide Yafa S.p.A. with all data and information for the release of provisions.

#### **Article 4 - Duration**

Duration of the Company is set on 31 December 2100 and may be extended.

### **SHARE CAPITAL - SHARES – BONDS**

#### **Article 5 – Share Capital - Shares – Bonds**

The share capital is EUR 67,378,924 split into 64,717,464 registered shares with no par value, subject to the dematerialisation rules and included in the financial instrument centralized management system in accordance with applicable rules and regulation.

Of this share capital, EUR 39,427,354 is allocated to the Non-Life Division and EUR 27,951,570 to the Life Division.

The share capital may be increased also by means of the issue of shares having different rights and non-cash contributions within the limits permitted by law.

The Company may issue bonds in accordance with legal procedures and terms.

The statutory reserve is EUR 12,848,485.86 of which EUR 7,885,471.00 is allocated to the Non-Life Division and EUR 4,963,014.86 to the Life Division.

The statutory reserve is allocated separately for each Division in the amount of 5% of the profit produced by each division, until the limit as per Article 2430 of the Italian Civil Code is reached.

The share premium reserve is EUR 33,355,417.66, of which EUR 19,031,982.89 is allocated to the Non-Life Division and EUR 14,323,434.77 to the Life Division.

The available reserve is EUR 578,888,075.59, of which EUR 525,233,294.35 is allocated to the Non-Life Division and EUR 53,654,781.24 to the Life Division.

As for the revaluation reserve, totalling EUR 18,192,709.36, EUR 16,582,056.37 is allocated to the Non-Life Division and EUR 1,610,652.99 to the Life Division.

The other reserves, including the available reserve, are allocated separately for each Division based on resolution by the Shareholders' Ordinary Meeting, taking account of the operating results.

#### **Article 6 – Arrangements for the Transfer of Shares**

Any provision act whatsoever – i.e. sale, exchange, contribution, contango, donation, formation of rights of use or security rights, or anyway any deed or contract that is suitable to produce carry-over effects or to establish others' rights – regarding the shares of the Company is subject to the following arrangements, except for the establishment of mortgage rights, which is not subject to any limits.

Shares can be freely transferred among shareholders.

In case of transfer of shares by act among living parties to a non-shareholder third party, this must be approved by the Board of Directors.

Shareholders who wish to sell their shares shall send a registered letter to the Company, to the attention of the Chairman of the Board of Directors, by notifying the sale proposal signed by the third party, indicating the name of the transferee and the description of the shares to be sold.

The Board of Directors will resolve on the approval by majority as per Article 17 and shall notify the shareholder, with registered letter sent to the address as per Article 29, with the resolution on the approval.

If no communication is received by the requesting shareholder within 60 days from the receipt of the request for the approval, the approval shall be deemed as having been granted and the shareholder can transfer the shares.

If the approval is withdrawn, the Company shall find another approved purchaser or acquire the shares. The price for the purchase by the third party purchaser or the Company is determined according to criteria provided for by the law and these bylaws for the case of withdrawal and shall be paid to the shareholder within 90 days from the receipt of the communication, to be made by means of a registered letter, containing the will of withdrawal of the shareholder.

The approval above applies even, *mutatis mutandis*, with respect to the *mortis causa* transfers.

If one or more shareholders holding shares that account for more than 50% of the share capital of the Company as a whole wish to make provisions that imply the transfer of all his/her shares or a part of them to a third party or another shareholder so that accordingly said shareholders result to hold less than 50% of the share capital, without prejudice to the application of the above approval procedure, the other shareholders shall be entitled to transfer part of his/her shares in proportion to the number of the to-be-sold shares of the selling shareholders to the same purchaser and under the same terms and conditions. To this end, the Board of Directors, the conditions being met, shall notify (according to one of the methods under Article 10) this right and the shareholders that wish to make use of this right shall communicate this to the selling shareholders by means of a registered letter with acknowledgement receipt within 30 days from the communication itself.

If the purchasing party is not ready to purchase totally the shares of shareholders that exercised the right to co-sale, each shareholder (including the selling shareholders) will reduce the number of shares under transfer in proportion to the equity interest held in the Company's share capital.

The arrangements under previous paragraphs also apply in case of provision acts not just regarding shares, but securities entitling to subscribe for or purchase the Company's shares.

In case of non-compliance with above procedures, the provision acts, when completed, will not be binding upon the Company.

## **WITHDRAWAL**

### **Article 7 – Withdrawal**

The right of withdrawal may only be exercised within the limits and in accordance with provisions of mandatory legal regulations and may not be in any case exercised for resolutions:

- extending duration of the Company;
- introducing, changing or removing the restrictions on the circulation of shares.

### **Article 8 – Criterion for determining the value of shares**

The liquidation value of shares for which the withdrawal is exercised is determined by the Board of Directors, after hearing the Board of Statutory Auditors and the audit firm, on the occasion of the approval of the financial reports as at 31 December and 30 June, solely on the basis of the consolidated shareholders' equity, net of the dividends distributed.

## **SHAREHOLDERS' MEETINGS**

### **Article 9 – Shareholders' Meetings**

Shareholders shall resolve upon the matters within their exclusive remit by law and these Bylaws.

In particular, in addition to establishing the remuneration of the bodies it has approved, the Shareholders' Meeting shall approve the remuneration policies for the members of corporate bodies and the Company's key personnel according to the current legislation applicable to the insurance group, including the remuneration plans based on financial instruments.

Shareholders must be provided with adequate information on the implementation of remuneration policies.

#### **Article 10 – Convening of the Shareholders' Meeting**

The Shareholders' Meetings shall be convened by the Board of Directors, at the registered office or elsewhere in Italy, in the cases envisaged by law and any time the governing body deems it appropriate; anyway at least once a year, not later than one hundred and twenty days from the financial year end or one hundred and eighty days if conditions under Article 2364, second paragraph, of the Italian Civil Code apply.

The Shareholders' meeting is convened by notice indicating the day, the hour and the place of the meeting, the issues on the agenda and the date for a second call. The notice is published at least on one of the following newspapers: IL SOLE 24 ORE and CORRIERE DELLA SERA at least fifteen days before the date set for the meeting or notified, on condition that the Company does not make use of the risk capital, alternatively or on mixed use basis, with registered letter with acknowledgement receipt, sent beforehand by fax, or by e-mail or by other means that ensure proof of receipt to addresses, details and references under Article 29, to be sent at least eight days before the date set for the meeting.

Shareholders' meeting that are not convened as above are nevertheless valid, where the whole share capital is represented and the majority of the members of the Board of Directors and the Board of Statutory Auditors are present. In this case, each of the persons participating in the meeting may oppose the debate and the voting of topics about which they feel they are not adequately informed.

In the case under the foregoing paragraph, a timely notification with respect to resolutions taken shall be given to directors and statutory auditors that are not present.

#### **Article 11 – Attendance and Representation at Shareholders' Meeting**

Parties entitled to attend and vote at the Shareholders' Meeting may indicate a representative in the manner and within the limits of law.

In any case, the representation may not be conferred to the members of the Board of Directors and Board of Statutory Auditors or employees of the company and its subsidiaries, nor to the latter.

#### **Article 12- Constitution of Shareholders' Meetings, Chairmanship and Opening of Meetings**

The Chairman shall direct the Shareholders' Meeting proceedings, including the choice of a voting system, which is in any case by open ballot.

The Chairman shall also be responsible for checking that proxies and the right of attendance at meetings are correct and may be assisted by specially appointed persons.

The Shareholders' Meeting is chaired by the Chairman of the Board of Directors; in his absence, in order, by the senior Vice Chairman or, in the case of equal seniority, by the elder of these, by the other Vice Chairman or, finally by a person appointed by the Shareholders' Meeting itself.

Upon proposal of the Chairman, the Shareholders' Meeting shall appoint a Secretary.

Resolutions of the Shareholders' Meeting shall be noted in the minutes signed by the Chairman and the Secretary.

When required by law and where the Chairman of the Meeting deems it appropriate, the minutes shall be drawn up by a Notary Public.

#### **ADMINISTRATION**

##### **Article 13 – Board of Directors**

The Company is administered by one Board of Directors consisting of no fewer than 7 and no more than 16 Directors, elected by the Shareholders' Ordinary Meeting, with a term of office of a maximum of three financial years and who shall always be eligible for re-election. Before electing the Directors, the Shareholders' Meeting shall determine the number thereof within said limits.

Directors must have the requirements provided for by the applicable *pro tempore* regulation; of them, at least one fourth, rounded up, must satisfy the independence requirements as per Article 14.

Any Director who ceases to fulfil these requirements shall cease to hold office. The loss of independence requirements as per Article 14 by a director does not constitute forfeiture if the minimum numbers of directors under previous paragraph meet the requirements.

Should one or more directors cease to hold office, the procedure is regulated by law.

If as a result of resignations or for other reasons the half of directors in post, in case of even number, and more than half of them, in case of odd number, the entire board shall be deemed expired with effect from its reconstitution, and the directors still in post shall promptly convene the Shareholders' Meeting for the appointment of a new Board of Directors.

##### **Article 14 – Independence of Directors**

Director meet the independence requirement if none of the following situations applies:

- if, directly or indirectly, also through subsidiaries, trustees or third parties, he/she exercises control the Company or is in a position to have a significant influence the Company, also through participation in shareholders' agreements through which one or more persons may exercise control or significant influence on the Company;
- if he/she has been, in the preceding three fiscal years, a relevant representative of the Company, of a subsidiary having strategic relevance or of a company under common control with the Company, or of a company or entity controlling the Company or able to exercise over the same a considerable influence, also jointly with others through a shareholders' agreement;
- if, directly or indirectly, he/she has or has had in the previous financial year a significant commercial, financial or professional relationship (i) with the Company, any of its subsidiaries or with any of the relevant major representatives, (ii) with a party who, also with other parties through a shareholders' agreement, controls the Company or - in the case of a company or entity - with the relevant major representatives; (iii) or is, or has been in the preceding three fiscal years, an employee of the abovementioned parties;
- if he/she receives, or has received in the preceding three fiscal years, from the Company or a subsidiary or controlling company, a significant additional remuneration, including the participation in incentive plans linked to the company's performance, including stock option plans;

- if he/she is close family member (i.e. any parent, relative in the ascending line, relative in the descending line, brother, sister, son, daughter or spouse) of a person that is in one of the situations under previous points.

### **Article 15 – Corporate Posts**

The Board of Directors shall elect, from amongst its members, a Chairman, and may also elect one or two Vice Chairmen; the Board may also elect one or more Managing Directors and a permanent secretary, who need not be a Board member.

The Chairman is normally non-executive: he is not member of the Executive Committee, established under Article 18 below, but he may participate in its meetings, with no voting right, in order to ensure the adequate connection information between said committee and the Board of Directors.

The Chairman shall chair the meetings of the Board of Directors; if the Chairman is absent or prevented from acting, the meeting shall be chaired by, in order, the more senior Vice Chairman, the other Vice Chairman, the most senior Director, or, if two are equally senior, the eldest.

The Board may elect an Honorary Chairman, who need not be a member of the Board.

Where the latter is not a member of the Board, he shall have the right to take part in meetings of the Board of Directors but not the right to vote.

### **Article 16 – Meetings of the Board of Directors**

Meetings of the Board of Directors shall be held either at the Company's registered office or elsewhere, when called by the Chairman, when the latter deems it appropriate, or on the request of at least two Directors.

In case of the absence of the Chairman, the Meeting shall be called by the senior Vice Chairman and, if they are equally senior, by the elder.

Notice of Meetings of the Board of Directors shall be made by recorded-delivery letter, fax or e-mail, sent at least four days in advance (in case of emergency, by telegram, fax or e-mail sent at least two days in advance) of the date of the meeting to the address of each Director and Statutory Auditor in post.

The Notice must contain the date, time and place of the Meeting and the agenda.

However, the Board may make valid decisions without formal notice of meeting, where all the Members of the Board and all the Statutory Auditors in post are present.

Meetings of the Board of Directors may also be held by teleconferencing or videoconferencing, provided that all participants may be identified and enabled to follow the discussion, to take part in real time in dealing with the matters in hand and to receive, transmit and view documents. If these requirements are met, the Meeting of the Board of Directors shall be considered held in the place where the Chairman is, and where the Secretary of the Meeting must also be, in order to ensure that the Minutes are prepared and signed in the appropriate book.

During Meetings, which are to be held at least quarterly, the Board of Directors and the Board of Statutory Auditors shall be informed about the activities carried on by the Company and its subsidiaries, possible developments and most significant economic, financial and property transactions, especially those in which the Directors have a personal interest or represent third parties or which may be influenced by someone with managerial and coordination functions.

The Board of Statutory Auditors may give its report either directly or during meetings of the Executive Committee, whichever is more convenient.

**Article 17 – Resolutions of the Board of Directors**

Meetings of the Board of Directors shall be quorate where the majority of the Directors in post are present.

Resolutions shall be taken on a majority vote of those present. In the case of a tied vote the Chairman shall have a casting vote.

**Article 18 – Powers of the Board of Directors**

The Board of Directors shall have the most wide-ranging and unlimited powers for the ordinary and extraordinary administration of the Company. In particular, it has all the powers necessary and appropriate to implement and achieve the Company's purposes which are not reserved expressly to the Shareholders' Meeting.

The Board of Directors, establishing their powers, may:

- a) set up from among its number an Executive Committee and delegate powers to it, excepting those expressly reserved by law to itself, to determine the number of members, powers and rules of operation;
- b) delegate its powers, establishing the limits of delegation, to one or more of its Members, giving them the power to appoint and revoke agents and attorneys for individual acts or groups of acts and determine their powers.

The Board of Directors may set up, where appropriate in relation to the nature, scope and complexity of the business of the group and companies belonging to it, as well as the risks associated, committees with proposing and advisory functions, even in accordance with current regulatory provisions. In the performance of their duties, the committees ensure suitable functional and operational connections to the relevant group departments.

The Board of Directors defines the composition, tasks and operating procedures, in compliance with existing regulatory provisions where applicable.

The governing body may also take decisions, within the legal limits, relating to the creation or closure of secondary offices, election of Directors to represent the Company, decreases in share capital in the case of withdrawal, adjustments to the Company By-Laws to reflect changes in legislation, transfer of the registered office within Italy, decisions to merge under Articles 2505 and 2505 *bis* including spin-offs, where such regulations are applicable.

**Article 19 – Directors' Emoluments**

The emoluments of the Board of Directors and the Executive Committee shall be determined by the Shareholders' Meeting and shall remain unchanged until otherwise determined by the Shareholders' Meeting.

The Board of Directors and the Executive Committee shall decide how to allocate the emoluments among its members.

The remuneration of the Chairman Emeritus, the Chairman, the Vice Chairmen and Managing Directors and any Directors with special duties shall be determined by the Board of Directors after hearing the Board of Statutory Auditors.

Directors shall be entitled to the reimbursement of any expenses incurred in the exercise of their posts.

**Article 20 – General Manager**

The Board of Directors may elect one or more General Managers and determine their powers, which may include the power to appoint Attorneys and grant power of attorney for individual actions or classes of actions.

The General Managers shall attend meetings of the Board of Directors and those of the Executive Committee with the right to express their non-binding opinions on the matters under discussion.

#### **BOARD OF STATUTORY AUDITORS AND STATUTORY AUDIT**

##### **Article 21 – Board of Statutory Auditors**

The Board of Statutory Auditors consists of three Standing Auditors and two substitute auditors, appointed by the Shareholders' Meeting, which also appoints the Chairman. Powers, duties and term of office of the Statutory Auditors are those established by law.

Any person who is affected by the statutory or regulatory grounds for ineligibility or disqualification or who does not meet the necessary requirements may not be elected as an Auditor, and if elected their office is terminated.

##### **Article 22 – Statutory Audit**

The statutory audit is performed by an audit firm appointed and operating as required by law.

#### **LEGAL REPRESENTATION**

##### **Article 23 – Representation of the Company**

The Company shall be legally represented by the Chairman of the Board of Directors to third parties and in legal proceedings.

The Company may also be legally represented by the Vice Chairmen, the Managing Directors and the General Managers.

#### **FINANCIAL STATEMENTS**

##### **Article 24 – Financial Year – Financial Statements**

The financial year closes on 31 December of each year.

The books of accounts and preparation of the annual accounts must be prepared separately for the two divisions, Non-Life and Life. The Company's financial statements is the result of the consolidation of the financial statements of the Non-Life and Life Divisions.

The report for the Shareholders' Meeting may be prepared jointly for the two divisions.

##### **Article 25 – Profit Distribution**

The net profit reported in the financial statements, after allocation to the statutory reserves of the Non-Life and Life Divisions in the extent established by law, shall be distributed to the Shareholders and allocated for other purposes based on the resolutions of the Shareholders' Meeting upon proposal of the Board of Directors, including the creation of special-purpose funds.

##### **Article 26 – Interim Dividends**

The Board of Directors may resolve on the distribution of interim dividends, where permitted by current legislation, in the manner and form provided for by law.

#### **LIQUIDATION AND GENERAL PROVISIONS**

##### **Article 27 – Liquidation**

In addition to the cases provided by law, the Company, or either of its Divisions, may be wound up by resolution of the Shareholders' Meeting.

In case of winding up of the Company, the Shareholders' Meeting shall determine the manner of liquidation and appoint one or more liquidators, determining their powers.

Where one Division is wound up, the assets of the same, after discharge or transfer to another company or body of all liabilities, shall revert to the other Division.

##### **Article 28 - Jurisdiction**

The Company shall be subject to the jurisdiction of the ordinary and administrative Law Courts of Milan.

##### **Article 29 – Registered Address of Shareholders**

The registered address of the shareholders, the fax number, the e-mail or other contact details for validly made communications or notices as required by the bylaws, or anyway from Company, shall be those specified in the Shareholders' Register and anyway notified by the shareholders for this purpose.

##### **Article 30 – Referral Rules**

Any matters not provided for by these Corporate By-Laws shall be governed by the relevant rules and regulations.

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