

## PRESS RELEASE

### CATTOLICA ASSICURAZIONI'S SHAREHOLDERS' MEETING

- **2012 FINANCIAL STATEMENTS APPROVED**
- **DIVIDEND OF € 0.80 PER SHARE**
- **APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF ARBITRATORS**
- **ESTABLISHMENT OF THE REMUNERATION POLICIES**
- **CONFIRMATION OF THE PLAN FOR THE PURCHASE AND SALE OF OWN SHARES**
- **APPROVAL OF THE AMENDMENTS TO THE GENERAL MEETING REGULATIONS**

---

Verona, Italy, April 20th, 2013. Under the chairmanship of Paolo Bedoni, the ordinary shareholders' meeting of Società Cattolica di Assicurazione was held today in Verona.

#### 2012 Consolidated Financial Statements

The Group ended 2012 with a **consolidated profit** of € 84 million (net of € 48 million in writedowns on investments in the portfolio and goodwill) which doubled with respect to the € 42 million in 2011, and **Group net profit**<sup>1</sup> of € 62 million compared with € 38 million last year (+63%), as already disclosed to the market.

**Total premiums written for direct and indirect** life and non-life business<sup>2</sup> amounted to € 3,677 million, compared with € 3,961 million in the previous year (down 7.2%).

**Consolidated shareholders' equity** amounted to € 1,609 million.

The **solvency margin** stood at 1.61 times the supervisory minimum at the end of 2012<sup>3</sup>.

#### 2012 annual financial statements

The shareholders' meeting approved the Company's annual financial statements for 2012, which closed with **premiums written for direct and indirect business** amounting to € 2,110 million (€ 2,121 million at December 31st, 2011; -0.5%<sup>4</sup>), and **net profit** on the

---

1 Net of minority interests.

2 They include insurance premiums and life insurance investment policies as defined by IFRS 4.

3 It is hereby disclosed that the Company does not apply the IVASS anti-crisis regulations. Taking into account the dividend proposal, approved today, the solvency margin comes to 1.55 times the regulatory minimum.

4 For the purpose of ensuring a standardised comparison, the Parent Company's premiums written as at December 31st 2011 take into account the premiums in the first four months of 2011 relating to the business segment Duomo Unione Assicurazioni spun off to Cattolica as from April 29th, 2011 and those for the whole of 2011 of San Miniato Previdenza merged within Cattolica with accounting and tax effects as from January 1st, 2012. These transactions have been

basis of the Italian accounting standards of € 59 million, as per the disclosure already made to the general public.

The shareholders' meeting approved the distribution of an **overall single dividend** of € 0.80 per share.

The dividend proposed will be payable as from May 23rd 2013, with coupon detachment date on the 20th of said month (coupon number 22) and record date as at May 22nd, 2013, in compliance with Borsa Italiana's calendar.

### **Appointment of the members of the Board of Directors**

The shareholders' meeting appointed the following Directors for the three-year period 2013-2015, candidates on the only list presented, by the Board of Cattolica: Paolo Bedoni, Enrico Mario Ambrosetti, Giovanni Battista Mazzucchelli, Aldo Poli, Pilade Riello, Luigi Baraggia, Barbara Blasevich, Bettina Campedelli, Lisa Ferrarini, Paola Ferroli, Paolo Garonna, Giovanni Maccagnani, Luigi Mion, Carlo Napoleoni, Giovanni Sandrini, Domingo Sugranyes Bickel, Enrico Zobebe, Angelo Nardi<sup>5</sup>.

The newly elected Board, meeting straight after the end of today's shareholders' meeting, appointed Paolo Bedoni as Chairman and Giovanni Battista Mazzucchelli as Managing Director.

### **Appointment of the Board of Arbitrators**

The shareholders' meeting appointed the following members of the Board of Arbitrators for the three-year period 2013-2015, candidates on the only list presented, by the Board of Cattolica: Pietro Clementi, Gerardo Menegazzi and Antonino Galice as acting members, Sergio Caneparo and Marco Cicogna as alternate members.

### **Establishment of the remuneration policies**

In compliance with the matters envisaged by ISVAP Regulation No. 39 dated June 9th, 2011, the shareholders' meeting approved the remuneration policies relating to the corporate bodies, the staff and other parties contemplated as beneficiaries of the general principles by said Regulations.

These policies have the aim of defining the ends, principles and criteria adopted by the Cattolica Group with regard to its Remuneration Policies.

---

illustrated by means of press releases dated respectively January 28th, 2011 for Duomo Unione Assicurazioni and November 11th, 2001 for San Miniato Previdenza.

<sup>5</sup> You are hereby reminded that the elected Directors Paolo Bedoni, Aldo Poli, Pilade Riello, Luigi Baraggia, Barbara Blasevich, Bettina Campedelli, Lisa Ferrarini, Paola Ferroli, Paolo Garonna, Giovanni Maccagnani, Luigi Mion, Carlo Napoleoni, Domingo Sugranyes Bickel, Enrico Zobebe and Angelo Nardi possess the independence requisites envisaged by the combined provisions as per Articles 147 *ter*, section 4 and 148.3 of Italian Legislative Decree No. 58/1998 (Consolidated Finance Law). Furthermore, the directors Barbara Blasevich, Bettina Campedelli, Lisa Ferrarini, Paola Ferroli, Paolo Garonna, Giovanni Maccagnani, Luigi Mion, Domingo Sugranyes Bickel, Enrico Zobebe and Angelo Nardi have declared possession of the independence requisites envisaged by Borsa Italiana S.p.A.'s Code of Conduct. The curriculum vitae and the declarations by means of which the individuals elected accepted their candidature and declared possession of the requisites envisaged by the law and the Articles of Association, the eventual possession of the independence requisites and the absence of causes of incompatibility and ineligibility are available on the Company website [www.cattolica.it](http://www.cattolica.it) (in the Corporate Governance - shareholders' meeting section) via the link <http://www.cattolica.it/show.php?idcorporate=6342>

## Confirmation of the plan for the purchase and sale of own shares

Upon the proposal of the Board of Directors, the shareholders' meeting confirmed the plan for the purchase and sale of own shares in accordance with the law. The plan for the purchase and sale of own shares will concern a maximum number of shares equal to 3% of the share capital, for a maximum total equivalent book value of the own shares of € 30,000,000, for a period of 18 months as from the date of the shareholders' meeting resolution.

The purchase and sale of own shares has a twofold purpose: the possibility of availing in advance of a block of shares available for extraordinary transactions; and for contained measures on the market aimed at providing liquidity and stable volumes for security trading, and to avoid uncertainties and unjustified fluctuations in listed prices. It is hereby disclosed that the request for authorisation to purchase own shares is not pre-ordained for transactions reducing the share capital of the Company via the cancellation of own shares purchased and/or for serving stock option plans.

## Approval of the amendments to the general meeting regulations

The amendments to the General Meeting Regulations, approved as of today's date, offer the possibility of setting up, during shareholders' meeting, one or more remote connections so as to permit the shareholders to follow the meetings' work and express their vote.

\* \* \*

The Executive appointed to draw up the corporate accounting documents, Giuseppe Milone, declares in pursuance of Article 154 *bis*, section 2 of the Consolidated Finance Law that the accounting disclosure contained in this press release complies with the documental results, the books and ledgers and the accounting entries.

\* \* \*

The statutory financial statements for the year approved by the shareholders' meeting held today, accompanied by the documentation envisaged by current provisions, as well as the consolidated financial statements at December 31st, 2012, are available to the public at the registered offices and on the company's website [www.cattolica.it](http://www.cattolica.it), via the link <http://www.cattolica.it/show.php?idcorporate=5522>.

The minutes of the shareholders' meeting shall be made available by the legal deadlines at the registered offices and on the Company's website as indicated above.

The Board of Directors will be called on May 15th, 2013 for the approval of the Cattolica Group's interim management report as at March 31st, 2013.

SOCIETÀ CATTOLICA DI ASSICURAZIONE

### CONTACT INFORMATION

#### Investor Relations

Carlo Ferraresi  
Tel. No. 0039 045 8391202  
Investor.relations@cattolicaassicurazioni.it

#### Institutional Communications

Aldo Canale  
Tel. No. 0039 335 620 2116 / 0039 045 8391613  
aldo.canale@cattolicaassicurazioni.it