

PRESS RELEASE

CATTOLICA ASSICURAZIONI: SUMMONING OF ANNUAL GENERAL SHAREHOLDERS' MEETING

Verona, 16 March 2011. The Board of Directors of Cattolica Assicurazioni has decided to summon the Annual General Shareholders' Meeting, in ordinary and extraordinary sessions, for 29 and **30 April 2011**, respectively on first and **second call**.

At the **ordinary session**, shareholders will be called upon to approve the Shareholders' Meeting Regulation, FY2010 separate year-end financial statements and the report accompanying them, related allocation of the year's earnings, appointment of 6 members of the Board of Directors due to expiry of term of office, and remuneration of Board of Directors and Executive Committee for 2011.

At the **extraordinary session**, it will be proposed to shareholders to empower the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, as already resolved in 2006, to increase share capital against payment, also on a divisible basis and possibly to service the issue of convertible bonds and/or of other financial instruments, including subordinated instruments, in one or more stages and within five years after the date of the shareholders' resolution, up to a maximum total amount of € 500 million, inclusive of any share premium, to be offered as an option to rights holders.

Also at the extraordinary session, shareholders will be called upon to approve amendment of Articles 11, 28, 31, 32, 42, 45 and 48 of the Articles of Association and deletion of Articles 25, 49, 50, 51, 52 and 53.

Empowerment of the Board to increase share capital follows expiry of the previous 5-year empowerment given by shareholders in 2006, which the Company did not execute, as the need to do so did not arise. The Group can thus keep its present financial flexibility unchanged, together with its ability to support development while maintaining the financial soundness that has always been one of its distinguishing features.

SOCIETA' CATTOLICA DI ASSICURAZIONE

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