

NOTICE OF CONVOCATION

SOCIETÀ CATTOLICA DI ASSICURAZIONE

Cooperative Company

Registered Office in Verona, Lungadige Cangrande no. 16 Tax

Code and Registration Number in the Register of Companies

Of Verona 00320160237 - Coop. Register no. A100378 Registered

of the Register of Insurance Companies at no. 1.00012

Parent Company of the Cattolica Assicurazioni Insurance Group, registered in

the Register of Insurance Groups at no.019

Share Capital Euro 522,881,778.00 fully paid up and existing

CONVOCATION OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

The Shareholders are called in Extraordinary and Ordinary Shareholders' Meeting at the registered office in Verona, Lungadige Cangrande no. 16, at 08:30 a.m. on 27 April 2018 or, in second convocation, if a quorum is not reached on that day, at 09:00 a.m. on Saturday, 28 April 2018, in Verona, Via Germania no. 33, to discuss and rule on the following agenda:

Extraordinary Part

- Approval of new Company Articles of Association, also relative to the adoption of the one-tier system of administration and control. Resolutions pertaining thereto and resulting therefrom.
- Approval of final and provisional statutory regulations.

Ordinary Part

- Approval of the Financial Statements of the 2017 financial year and the report included, with resulting and related resolutions.
- Decisions relative to the remuneration policies, in conformity with the legislative and statutory provisions.
- Remuneration plans based on financial instruments.
- Authorisation for the acquisition and disposal of own shares according to the law. Resolutions pertaining thereto and resulting therefrom.
- Appointment of a member of the Board of Directors.
- Appointment of the Board of Statutory Auditors, of its Chairman and determination of the remuneration policy

Without prejudice to the provisions of the rules and procedures of the Shareholders' Meeting regarding the discussion of the agenda and the work of the meeting, we wish to notify you that the discussion of the subjects of the Ordinary Part of the Meeting will be preceded by the discussion of the subjects included in the Extraordinary Part.

In conformity with art. 30 of the Articles of Association, the Board of Directors has decided, for the second convocation, to activate a remote connection from the facility indicated below, which will be equipped with the devices necessary to ensure the identification of the Shareholders and the exercise of the authorisation and control power of the Chairman of the Meeting:

- Centro Congressi [Convention Centre] Palazzo Rospigliosi - Via XXIV Maggio 43 - ROME

This connection, pursuant to the regulatory provision cited, will allow the Shareholders who, authorised to participate in the Meeting pursuant to the law and Articles of Association and provided with an admission ticket, do not intend to go to Verona, Via Germania no. 33, to participate in the discussion, and directly follow the work of the meeting and express their vote at the time.

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In conformity with the current legislation, the documentation relative to the Shareholders' Meeting will be made available to the public, including the Explanatory Reports of the Board of Directors on the subjects included in the agenda and the relative proposals, at the registered office, Borsa Italiana S.p.a., regarding the storage mechanism authorised by CONSOB called "eMarket-Storage", managed by Spafid Connect S.p.a. and accessible on the <http://www.emarketstorage.com>, site and the "Corporate" internet side of the Company <http://www.cattolica.it/home-corporate> in the "Governance" section, in particular:

- At least thirty days before the date set for the Shareholders' Meeting in first convocation, and therefore by 28 March 2018, the reports of the Directors on the agenda subjects and the other documentation which must be published before the Meeting, other than those listed later;
- At least twenty one days before the date set for the Shareholders' Meeting in first convocation and therefore by 06 April 2018, the Financial Report and the other documents pursuant to art. 154-ter of Italian Legislative Decree no. 58/1998, the Report on Remuneration, the Report on the Authorisation Proposals for Purchase and Disposal of Own Shares, and the Report on the Proposal to adopt

new Articles of Association. By the same deadline, the Report on Corporate Governance and the Ownership Structure including the information pursuant to art. 123-*bis* of Italian Legislative Decree no. 58/1998 will also be made available.

The Shareholders have the right to review the aforementioned documentation filed at the registered office and to obtain a copy of it.

We wish to remind you that, in accordance with the law and the Articles of Association, the Shareholders registered in the Shareholder Register for at least ninety days can participate and vote at the Shareholders' Meeting for whom the authorised intermediary, where the shares are deposited, has sent to the Company the specific communication required by the legislation in force certifying the ownership of the shares at least two days before the day set for the first convocation. A copy of it, which the intermediary is required to make available to the applicant, may be used to grant representation for participation in the Meeting, by signing the proxy formula added if need be at the foot of the page. A form that can be used to delegate proxy for participation in the Shareholders' Meeting is sent in any case to all the eligible Shareholders together with the notice of convocation. It is also available on the Company's "Corporate" website <http://www.cattolica.it/home-corporate> in the "Governance" section. Pursuant to the Articles of Association, the Shareholders registered in the Shareholder Register starting 21 April 2001 can participate in the Meeting provided that the aforementioned communication certifies the ownership of at least one hundred shares. The Shareholders registered in the Shareholder Register after 08 June 2015 can participate in the Meeting provided that the aforementioned communication certifies the ownership of at least three hundred shares.

The Shareholder can, by proxy, represent another Shareholder. However, no delegate can represent more than five Shareholders. Representation may not be conferred on the members of the Board of Directors or the Board of Statutory Auditors of the Company nor to the companies controlled by it or to members of the administrative or supervisory body or their employees.

We remind you that, pursuant to art. 3 of the Shareholders' Meeting Regulation, the original copies of the proxies must be submitted together with the photocopy of a valid identity document of the delegating person.

Every Shareholder is entitled to a single vote, regardless of the number of shares owned. The number of Shareholders registered in the Shareholder Register for at least ninety days starting from the date of the first convocation is 23,858.

Shareholders owning shares not yet dematerialised pursuant to the legislation in force must arrange in good time to deliver them to an authorised intermediary, for the implementation of the required dematerialisation procedure and the transmission of the communication required by the legislation indicated above.

We remind you that the share capital subscribed and fully paid up totals, at 22 March 2018, Euro 522,881,778.00, and is represented by 174,293,926 shares. The Company owns, at the date of this convocation notice, 6,679,907 own shares.

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We highlight that, for the purpose of electing a single Director, the lists submitted must consequently only indicate a single candidate without restrictions of residence and gender.

Furthermore, it is specified that the election of a Minority Director is not anticipated pursuant to art. 33.4 of the Articles of Association, since the Shareholders' Meeting of 16 April 2016 took care of that.

The Board of Directors will arrange to submit its own list.

As regards the presentation of the applicants, based on the lists, by the Shareholders, we remind you that pursuant to the Articles of Association they can be submitted by as many Shareholders who, alone or together with other Shareholders, own shares which represent overall at least 0.50% of the share capital. The candidates proposed by the Shareholders can also be presented by at least 500 Shareholders, regardless of the percentage of share capital held overall.

While the obligation remains to produce the certification relative to the ownership of the investment held according to the legal and regulatory provisions in force, the Shareholders submitting applicants must, at the same time as the filing, sign the list and every signature is accompanied by the photocopy of a valid identity document.

Together with each list, by its filing deadline specified *infra*, the declaration must also be filed at the registered office in which the candidate proposed accepts his/her application and certifies, under their own responsibility, the lack of any causes of ineligibility and incompatibility, as well as the possession of the requirements prescribed by the legislation in force and the Articles of Association to hold the position of Director of the Company.

The applications must include a thorough disclosure of the personal and professional characteristics of the candidate, including the possible existence of the requirements of independence provided by the combined provision pursuant to Articles 147-ter, paragraph 4 and 148, paragraph 3 of Italian Legislative Decree no. 58/1998 and by the Code of Conduct of listed companies. In this regard, we acknowledge that the current composition of the Board of Directors meets the legal requirements.

The lists must be filed, together with all the ancillary documentation requested, at least 25 days before the date date for the convocation of the Shareholders' Meeting in first convocation, and therefore g 02 April 2018 by certifiede-mail to the address serviziosoci@pec.gruppocattolica.itor by filing at the Shareholders' Department.

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With reference to the election of the Statutory Board of Auditors, without prejudice to the regulatory provisions in force, we remind you that pursuant to art. 44 of the Articles of Association, the Board of Statutory Auditors, also to be elected by list vote pursuant to the Articles of Association, must be made up of 3 Acting Auditors and 2 Alternate Auditors.

Relative to the presentation of the lists by the Shareholders, we also remind you that, pursuant to art. 44 of the Articles of Association, they can be submitted by at least 250 Shareholders who own shares representing at least 0.25% of the share capital in total.

The lists which, pursuant to the Articles of Association, must indicate separately with progressive numbering one or more candidates for the position of Acting Auditor and one or two candidates for the position of Alternate Auditor, must be filed, together with all the ancillary documentation requested, at least 25 days before the date on which Shareholders' Meeting is convened in first convocation and therefore by 02 April 2018, viacertified e-mail to serviziosoci@pec.gruppocattolica.itor by filing at the Shareholders' Department.

If at the expiry of the aforementioned deadline of 02 April only one list has been submitted for the nomination of the Statutory Board of Auditors, lists can be submitted up to the third day after that date. In that case, the aforementioned thresholds will be reduced to half.

Together with each list, by its filing deadline

the declarations must be filed at the registered office in which the individual candidates accept their application and certify, under their own responsibility, the lack of any causes of ineligibility and incompatibility, as well as the possession of the requirements prescribed by the legislation in force and the Articles of Association to hold the position of Auditor of the Company.

The applications must include a curriculum vitae which describes the personal and professional characteristics of the candidates, as well as the list of administrative and control positions held by each of them in other companies, which must be updated up to the actual day of the Shareholders' Meeting.

The Board of Directors, in conformity with the statutory provisions and by the deadlines indicated above, will arrange to present its own list, signed as approval by as many Shareholders who, alone or with other shareholders, own a number of shares that represent overall at least 0.50% of the share capital or at least 500 Shareholders, regardless of the percentage of share capital held in total.

Without prejudice and in addition to the provisions of the Articles of Association, the appointment of the Statutory Board of Auditors must respect gender equality as provided by the legislation in force and therefore the list containing three acting applicants must indicate candidates of both genders.

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We wish to inform you, for greater clarity and uniformity of processing and to facilitate the exercise of the right to the presentation of the lists, the Board of Directors has explained the operating methods for the implementation of the relative fulfilments, which will be deposited at the registered office and made available on the "Corporate" website of the Company <http://www.cattolica.it/home-corporate>, in the "Governance" section, by the deadline anticipated for the publication of the notice of convocation of the Shareholders' Meeting. We invite the Shareholders to review the aforementioned operating methods for a more complete disclosure.

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The Shareholders are advised to pay the utmost attention to the formalities and documentation requested for the presentation of the lists for the nomination of a Director and for the nomination of the Statutory Board of Auditors.

With the methods and within the limits established by the law, a number of Shareholders not less than one fortieth of the total number, and who document, according to the regulations in force, owning the minimum number of shares, pursuant to articles 9-Bis and 54 of the Articles of Association, for the exercise of the rights other than property rights, can request the integration of the list of subjects to be discussed during the Shareholders' meeting as provided in this notice of convocation, indicating in the request the additional subjects proposed, or submit deliberation proposals on subjects already included in the agenda. The signing by each Shareholder of the request must include a photocopy of a valid identity document.

The request must be received at the offices of the Company within ten days of the publication of this notice by registered letter of certified e-mail at the address serviziosoci@pec.gruppocattolica.it. By that same deadline, the Shareholders requesting the integration of the agenda must also prepare a report that provides the reason for the deliberation proposals on the new subjects which they are proposing or the reason relative to the additional deliberation proposals presented on subjects already included in the agenda.

Verona, 22 March 2018

Chairman
(Paolo Bedoni)