

**SOCIETÀ CATTOLICA DI ASSICURAZIONE**

**Società Cooperativa  
(Co-operative company)**

SHAREHOLDERS 'MEETING OF 12/13 APRIL 2019

OPERATIONAL PROCEDURES  
FOR THE SUBMISSION OF LISTS  
FOR THE ELECTION OF THE BOARD OF DIRECTORS AND THE MANAGEMENT CONTROL  
COMMITTEE

**OPERATIONAL PROCEDURES FOR THE SUBMISSION OF LISTS  
FOR THE ELECTION OF THE BOARD OF DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE**

Subject to compliance with the provisions of the law and the By-laws governing the procedures for appointing the Board of Directors and the Management Control Committee, for greater clarity and to ensure a uniformity treatment as well as to facilitate the exercise of the right by Shareholders, in respect of the submission of lists for the appointment of the Board of Directors and the Management Control Committee of Società Cattolica di Assicurazione - Società Cooperativa scheduled for the Shareholders' Meeting of 12/13 April 2019, the Board of Directors decided to establish the following operational procedures for carrying out the relevant activities.

It must be noted that, with regard to the obligations and resolutions regarding the appointment of members of the Board of Directors and the Management Control Committee, these shall be based on the provisions contained in Articles 29, 30, 31, 32 and 33 of the By-laws, in the text approved by the Shareholders' Meeting of 28 April 2018 (available on the "Corporate" website of the Company at <http://www.cattolica.it/home-corporate> under the "Governance" section).

Please note that for the performance of the activities stated below, Shareholders may contact and refer to the Company's Shareholder Service at its headquarters in Verona.

**Section I**

1. The lists of candidates must be submitted, in accordance with the By-laws, at the same time, together with all the ancillary documentation listed below concerning the presenters, as specified in section 6) below, and to the candidates, as specified in section 7) below, by filing it with the Company at least 25 days before the date for which the Shareholders' Meeting was convened on the first call, and then by 18 March, 2019, by e-mail to the certified email address at [serviziosoci@pec.gruppocattolica.it](mailto:serviziosoci@pec.gruppocattolica.it) or by filing them with the Shareholder Service according to the following timetable: by 5.00 pm on Monday, Tuesday, Wednesday and Thursday; before 1.00 pm on Friday.
2. The lists of Shareholders may be submitted by at least 1/80 of the Shareholders with voting rights, regardless of the percentage of total share capital held. For these purposes, taking into account the number of Shareholders with voting rights, as registered in the shareholders' register in the 90 days preceding the Shareholders' Meeting in first call (for a total of 24,685 Shareholders with voting rights), each list of Shareholders may be submitted by at least 309 Shareholders with voting rights.
3. The list of Shareholders may also be submitted by a number of Shareholders with voting rights who, alone or together with other Shareholders with voting rights, are holders of shares representing a total of at least 1/40 of the share capital.
4. If, on the date of expiry of the deadline for filing lists at the Company's registered office, only one list is submitted, regardless of its composition and format, the deadline for filing the lists is extended until the third following calendar day at the aforementioned deadline and the thresholds set to prove their entitlement to submit lists are reduced to half.

5. The lists must submit at least three candidates, in compliance with the provisions relating to the composition of the Board of Directors pursuant to current legislation and the By-laws, also with regard to gender balance. The lists are divided into two sections, in each of which the candidates are ordered in progressive number. The first section of the lists includes candidates for the office of Director who are not candidates for the position of member of the Management Control Committee. The second section of the lists includes candidates for the position of Director as well as candidates for the position of member of the Management Control Committee. Candidates from the second section of the lists must meet the requirements stated in section 31.1 of the By-laws. At least one candidate from the second section of the lists must be a statutory auditor registered in the relevant Register.
6. Statements for submitting a list may be collective or individual (subject to the statutory provision on the total number of presenters and/or the percentage of share capital represented to prove entitlement to submit a list) and must be signed by the submitting Shareholders and contain the personal details of each of them and information on the candidate for whom they are submitted with the relevant personal details and the number of shares held by the Shareholders submitting the lists. The following must also be attached:
  - a) photocopy of a valid identity document of each presenter (complete with both front and back);
  - b) confirmation of receipt and/or notice made pursuant to Art. 43 of the Bank of Italy - CONSOB Joint Provision of 13 August 2018 governing central counterparties, central depositaries and centralised management activities the so-called "Single measure on post trading", certifying possession of at least 300 shares (Article 18 of the By-laws).

The document sub b) can be delivered or forwarded to the Company within the twenty-first day before the date for which the Shareholders' Meeting was called on first call, and then by 22 March, 2019, according to the procedures stated in section 1).
7. Candidates must sign, in accordance with the procedures and within the terms specified in section 1), the statement of acceptance of the candidacy on which the personal details of the candidate must appear. The statement must be accompanied by a photocopy of a valid identity document (complete, including both front and back) and contain self-certification in order to guarantee, under its own liability, on the date of the meeting called to resolve, among other, the appointment of the Board of Directors, holding at least 3,000 shares and to certify the non-existence of causes of ineligibility and incompatibility and the meeting of the requirements prescribed by current legislation (including self-regulation) and by the By-laws to hold, respectively, the office Director and member of the Management Control Committee, including the possible meeting of the independence requirements provided for by the combined provisions of Art. 148, paragraph 3, of Italian Legislative Decree no. 58/1998 and the Corporate Governance Code for listed companies as well as any registration in the Register of Statutory Auditors, accompanied by the list of offices held pursuant to Art. 2409-septiesdecies of the Italian Civil Code, to be updated until the date of the Shareholders' Meeting, and exhaustive information on the candidate's personal and professional characteristics.

- 6 At least 21 days before the date for which the Shareholders' Meeting was called on first call, and then by 22 March 2019, after the necessary validity checks have been carried out, at the registered office, Borsa Italiana S.p.a, on the authorised storage mechanism by Consob called "eMarket Storage", managed by Spafid Connect S.p.a. and which can be accessed from the site <http://www.emarketstorage.com>, in addition to the Company's website [www.cattolica.it/home-corporate](http://www.cattolica.it/home-corporate) under the "Governance" section, within the terms and for the effects of current legislation, any lists submitted shall be made available, accompanied by information on the personal and professional characteristics of candidates, by the statement certifying that the requirements have been met, including those of independence, required by current legislation and by the By-laws, to hold the office, respectively, of Director and member of the Board of Directors and of the Management Control Committee, as well as information on the identity of the Shareholders who submitted the candidacies and the percentage of the total shareholding held.

## Section II

In order to facilitate operations, the following is attached:

- extract of the By-laws, annex *sub* "A";
- templates for the submission of lists, individually, attachments annexes *sub* "B.1" and *sub* "B.2" (the latter for the case of a presenter other than an individual);
- model of acceptance of the candidacy and self-certification of meeting the requirements, annex *sub* "C" (for the candidacy as member of the Board of Directors and for the candidacy as member of the Board of Directors and the Management Control Committee).

If presenters wish to have a statement of receipt of the lists and of the documentation submitted, they must also submit a photocopy of any deposited documents, which shall be returned to them with a receipt stamp.

\* \* \*

**EXTRACT FROM THE ARTICLES OF ASSOCIATION****Art. 29 [Composition]**

29.1 The Company is managed, according to the one-tier management and control system, by a Board of Directors composed of 17 members, within which the Management Control Committee consisting of 3 members is constituted.

29.2 Directors are elected from among Shareholders by the Shareholders' Meeting, they remain in office for a period not exceeding three financial years and may be re-elected.

**Art. 30 [Requirements for members of the Board of Directors]**

30.1 Directors must:

- a) meet the requirements of professionalism and integrity required by current legislation;
- b) be holders of at least 3,000 shares of the Company.

30.2 At least 10 Directors must meet the independence requirements established for statutory auditors by Article 148, paragraph 3 of Italian Legislative Decree no. 58 of 24 February 1998 and subsequent amendments ("TUF", from its Italian initials), without prejudice to the additional independence requirements required by Directors for the purposes of application of the rules of self-discipline or Supervision.

30.3 The loss of the independence requirement of a Director, who is not a member of the Management Control Committee, does not result in forfeiture, if the requirements remain with the minimum number of Directors who must meet this requirement in accordance with the law in force and these By-laws.

30.4 At least 3 Directors must be enrolled in the Register of Statutory Auditors.

30.5 Without prejudice to the provisions of other laws and supervisory provisions regarding incompatibilities, requirements and prohibitions on the appointment of offices, the following cannot be elected as Directors:

- a) members of administrative bodies in more than 5 listed companies or companies controlled by them;
- b) members of corporate bodies or top officials, who hold the position of general manager or perform equivalent functions, of other insurance companies, not subsidiaries or associates, in competition with the Company, as well as of companies or groups of competing companies, as well as of companies controlling the insurance companies themselves and competitors.

30.6 The causes of forfeiture provided for by the regulations in force due to no longer meeting the personal requirements of Directors are reserved.

30.7 Relatives or family members up to the fourth degree of affinity also cannot be part of the Board of Directors. In the event of the simultaneous appointment of relatives or similar, the one with the highest number of votes remains in office and, with the same number of votes, the eldest.

**Art. 31 [Requirements for members of the Management Control Committee]**

31.1 Members of the Management Control Committee must meet the requirements of integrity and professionalism, as well as comply with the limits on the number of offices required by the regulations in force for members of control bodies of insurance companies issuing shares listed on regulated markets. They must also meet the independence requirements established for statutory auditors by Article 148, paragraph 3, TUF or by other supervisory provisions.

31.2 At least 1 member of the Management Control Committee must be registered in the Register of Statutory Auditors.

31.3 If members cease to meet the requirements set forth in this article 31, this shall determine the forfeiture of the members of the Management Control Committee from the position of Director.

#### **Art. 32 [Submission of candidate lists]**

[...]

32.4 If the Shareholders submit a list, this list must consist of a number of candidates not lower than 3 in compliance with the provisions relating to the composition of the Board of Directors pursuant to current legislation and these By-laws. The lists of Shareholders may be submitted by at least 1/80 of the Shareholders with voting rights, regardless of the percentage of total share capital held. The list of Shareholders may also be submitted by a number of Shareholders with voting rights who, alone or together with other Shareholders with voting rights, are holders of shares representing a total of at least 1/40 of the share capital. Subject to the obligation to produce the evidence relating to the ownership of the investment held in accordance with the regulations in force, the presenting Shareholders must sign the list when filing it.

Each subscription is accompanied by a photocopy of a valid identity document. These lists must be filed at the Company's registered office and made available to the public within the terms and according to the procedures established by current legislation, in compliance with the provisions of paragraph 32.6.

32.5 The lists, in compliance with the provisions relating to the composition of the Board of Directors pursuant to current legislation and these By-laws, are divided into two sections, in each of which the candidates are ordered in progressive number. The first section of the lists includes candidates for the office of Director who are not candidates for the position of member of the Management Control Committee. The second section of the lists includes candidates for the position of Director as well as candidates for the position of member of the Management Control Committee. Candidates from the second section of the lists must meet the requirements stated in Article 31.1 of the By-laws. The candidate from the second section of the lists must be a statutory auditor registered in the relevant Register.

32.6 Together with each list and within the deadline for submitting it at the Company's registered office, the statements with which individual candidates accept their candidacy and certify, under their own liability, the non-existence of causes of ineligibility and incompatibility (in addition to meeting the requirements prescribed by current legislation (including self-regulation) and by these By-laws to hold the position of Director and member of the Management Control Committee.

32.7 If, on the date of expiry of the deadline for filing lists at the Company's registered office, only one list is submitted, regardless of its composition and format, the deadline for filing the lists is extended until the third following calendar day at the aforementioned deadline and the thresholds established by Article 32.4 are reduced to half.

#### **ART. 33 [Voting and appointment]**

33.1 Each Shareholder can vote for only one list.

33.2 For purposes of the appointment of the Board of Directors, only those lists that have reached the threshold of at least 250 votes validly expressed in the Shareholders' Meeting are taken into consideration, except as stated in Article 33.7.

33.3 If only one list is submitted, all Directors are taken from that list in the progressive order in which the candidates are stated in the respective sections. The position of Chairman of the Management Control Committee falls with the candidate stated in the first place of the second section of the individual list.

33.4 If more lists are submitted:

a) from the list that obtained the highest number of votes ("Majority List"), 16 Directors are drawn, in the progressive order in which the candidates are stated in the respective sections; in particular, the second

section of the Majority List contains, in the progressive order in which the candidates are stated, 2 Directors, who assume the position of members of the Management Control Committee; the other Directors are drawn from the first section of the Majority List always in the progressive order with which the candidates are stated on it;

b) from the list that obtained the second highest number of votes, which is not connected, according to current legislation, to the Majority List ("Minority List"), 1 Director is taken and, specifically, the candidate stated in the first place of the second section of the Minority List ("Minority Director"); if this candidate does not ensure compliance with the regulations in force and with these By-laws concerning the composition of the Board of Directors, the first of the subsequent candidates of the second section of the Minority List to ensure compliance with this regulation is elected as Minority Director; in the absence of suitable candidates in the second section of the Minority List, the first of the suitable candidates of the first section of the Minority List is elected as Minority Director; the Minority Director assumes the position of Chairman of the Management Control Committee;

c) if none of the candidates on the Minority List ensures compliance with the regulations in force and with these By-laws concerning the composition of the Board of Directors, the Minority Director is drawn from any further lists according to the order of votes obtained;

d) if there are no other lists or the latter do not present candidates that ensure compliance with current legislation and these By-laws concerning the composition of the Board of Directors, the seventeenth Director is taken from the Majority List.

33.5 If the Majority List does not indicate a sufficient number of candidates to complete the Board of Directors:

a) from the Majority List all the candidates stated therein are drawn, in the progressive order envisaged for both sections, except as set out below;

b) the Minority Director is drawn from the Minority List;

c) all the remaining Directors who are missing to complete the Board of Directors are drawn from the Minority List, in compliance with the provisions relating to its composition as per current legislation and these By-Laws; in this case, if the majority of Directors are drawn from the Minority List, the position of Chairman of the Management Control Committee falls with the candidate stated in the first place of the second section of the list from which the least number of Directors is drawn;

d) in the event of insufficient candidates on the Minority List, the remaining Directors are drawn from any further lists in the order of votes obtained by them.

33.6 If two or more lists obtain the same number of votes, these lists are again submitted to a vote and so on until they obtain a different number of votes.

33.7 If a further list, provided it is different from the Majority List, has in any case reached the threshold of votes representing at least 10% of the share capital, regardless of the number of Shareholders who voted for it being even lower than the one stated in article 33.2, and results first for the capital threshold among the other lists other than the Majority List ("Capital List"):

a) from the first section of the Capital List, 1 Director is elected or, in the event that the Capital List has reached the threshold of votes representing at least 15% of the share capital, 2 Directors in the progressive order with which the candidates are stated on it; in the absence of suitable candidates in the first section of the Capital List, the aforementioned Directors are drawn, in compliance with current legislation and these By-laws regarding the composition of the Board of Directors and the requirements of Directors, from the second section of the Capital List in the progressive order in which candidates are stated on it;

b) Directors drawn from the Capital List pursuant to letter a) of this Article 33.7 are elected, as Directors not members of the Management Control Committee, in place of a corresponding number of candidates from the first section of the list from which a number of Directors equal to or greater than 12, according to the descending order of the candidacies of the first section of the latter list in compliance with the provisions of current legislation and these By-laws concerning the composition of the Board of Directors;

c) if the Capital List, in compliance with the provisions of Article 33.2, coincides with the Minority List, the Directors to be appointed pursuant to letter a) of this Article 33.7 add to the Minority Director always taken from the Capital List, as well as the Minority List;

d) without prejudice to the provisions of letter c) of this Article 33.7, no more than 2 Directors are drawn from the Capital List. If two or more lists obtain votes representing the same percentage of the share capital, the list that obtains the highest number of votes per witness or, in the event of further parity, the list filed first in accordance with these By-laws.

33.8 The appointment of the Board of Directors must comply with the balance between genders in accordance with current legislation and therefore the following forms:

- a) the lists must state the candidates necessary to ensure compliance with gender balance, at least in proportion to meet the minimum size required by current legislation;
- b) in the case of substitution referred to in Article 34 of these By-laws, appointments must be made in compliance with the criterion of division between genders provided for by the law in force in relation to the situation attested at that time.

33.9 If, for any reason, the appointment of one or more Directors could not be carried out in accordance with the provisions of this Article 33, the Shareholders' Meeting resolves, for purposes of integrating the Board of Directors, in compliance with the provisions of law and regulations and these By-laws, by a relevant majority among the candidates proposed in the Shareholders' Meeting itself.

\* \* \*



SOCIETÀ CATTOLICA DI ASSICURAZIONE – SOCIETÀ COOPERATIVA - VERONA

ORDINARY SHAREHOLDERS 'MEETING

12 (Call I) - 13 (Call II) April 2019

Election of members of the Board of Directors and of the Management Control Committee

The undersigned.....
born in ..... on .....
tax code.....,
residing in .....
Shareholder of Società Cattolica di Assicurazione - Società cooperativa, holder of n \_\_\_\_\_
shares of this company,

- as documented by the confirmation of receipt and/or notice made pursuant to Art. 43 of the Bank of Italy - CONSOB Joint Provision of 13 August 2018 governing central counterparties, central depositaries and centralised management activities the so-called "Single measure on post trading", attached below sub 2),
as documented by the confirmation of receipt and/or notice made pursuant to Art. 43 of the Bank of Italy - CONSOB Joint Provision of 13 August 2018 governing central counterparties, central depositaries and centralised management activities the so-called "Single measure on post trading", which shall be submitted, under penalty of ineffectiveness of this statement of submission of the list, no later than by the twenty-first day preceding the date on which the Shareholders' Meeting was convened on first call,

contributes to the presentation of a list for the appointment of the members of the Board of Directors and of the Management Control Committee for the financial years 2019 - 2021 made up of the shareholders as stated below:

Section I

- 1) ....., born in ..... on .....
2) ....., born in ..... on .....
3) ....., born in ..... on .....
.....

Section II

- 1) ....., born in ..... on .....
2) ....., born in ..... on .....
3) ....., born in ..... on .....

Date.....

.....
(Signature)

The undersigned states that he/she is aware of and consents to the fact that information relating to the identity and percentage of shares held is made public pursuant to current legislation and in any case to have read the information pursuant to and for the effects of Art. 13 of Regulation (EU) 2016/679 on the protection of personal data (shown below), and to consent to personal data collected being processed by Società Cattolica di Assicurazione - Società Cooperativa, also with IT tools, exclusively for purposes of the procedure for which this statement is made.

I hereby authorise this document to be submitted to Società Cattolica di Assicurazione - Società Cooperativa and then to perform any other action deemed useful for the submission of the aforementioned list \_\_\_\_\_, in respect of which I elect domicile for purposes of any notices relating to the list itself.

Date .....

.....  
(Signature)

Annexes:

- 1) photocopy of the identity document;
- 2) (if the box for contextual presentation has been crossed) confirmation of receipt and/or notice made pursuant to Art. 43 of the Bank of Italy - CONSOB Joint Provision of 13 August 2018 governing central counterparties, central depositories and centralised management activities the so-called ""Single measure on post trading".

#### **INFORMATION ON PERSONAL DATA PROCESSING**

Personal data requested is processed and shall be used for purposes strictly connected to the execution of the relevant meeting and company requirements, and also descendants of legal obligations, including those related to them and related to the disclosure of data collected to the bodies control and supervision and other public administrations.

The processing is carried out through IT procedures and on paper support by the Data Controller directly and through authorised parties. Personal data as well as the documents exhibited that contain it shall be stored by the Data Controller for the time deemed necessary to complete the purposes for which it was collected, and in any case for the time necessary to fulfil contractual obligations and those deriving from legislation and regulations. The Data Controller is Società Cattolica di Assicurazione - Società Cooperativa, with registered office in (37126) Verona, Lungadige Cangrande 16. Interested parties can assert their rights by contacting the Data Controller and for it the Data Protection Officer (DPO) of the Cattolica Group based in (37126) Verona, Lungadige Cangrande, 16, email [dpo@cattolicaassicurazioni.it](mailto:dpo@cattolicaassicurazioni.it), as expressed by Articles 15 et seq. of the European Regulations 2016/679 of the European Parliament and of the Council.

## SOCIETÀ CATTOLICA DI ASSICURAZIONE – SOCIETÀ COOPERATIVA - VERONA

## ORDINARY SHAREHOLDERS 'MEETING

12 (Call I) - 13 (Call II) April 2019

## Election of members of the Board of Directors and of the Management Control Committee

The undersigned.....  
 born in ..... on .....  
 tax code .....  
 residing in ..... hereby certifies with this document and under its  
 own liability its capacity of ..... and as legal  
 representative of ....., tax code - VAT reg. no.  
 ....., Shareholder of Società Cattolica di Assicurazione - Cooperative company, holder  
 of n \_\_\_\_\_ shares of this company,

- as documented by the confirmation of receipt and/or notice made pursuant to Art. 43 of the Bank of Italy - CONSOB Joint Provision of 13 August 2018 governing central counterparties, central depositories and centralised management activities the so-called "Single measure on post trading", attached below *sub 2*),
- as documented by the confirmation of receipt and / or notice made pursuant to Art. 43 of the Bank of Italy - CONSOB Joint Provision of 13 August 2018 governing central counterparties, central depositories and centralised management activities the so-called "Single measure on post trading", which shall be submitted, under penalty of ineffectiveness of this statement of submission of the list, no later than by the twenty-first day preceding the date on which the Shareholders' Meeting was convened on first call,

contributes to the presentation of a list for the appointment of the members of the Board of Directors and of the Management Control Committee for the financial years 2019 - 2021 made up of the shareholders as stated below:

**Section I**

- 1) ....., born in ..... on .....
- 2) ....., born in ..... on .....
- 3) ....., born in ..... on .....

**Section II**

- 1) ....., born in ..... on .....
- 2) ....., born in ..... on .....
- 3) ....., born in ..... on .....

Date .....

.....  
(Signature)

The undersigned states that he/she is aware of and consents to the fact that information relating to the identity and percentage of shares held is made public pursuant to current legislation and in any case to have read the information pursuant to and for the effects of Art. 13 of Regulation (EU) 2016/679 on the protection of personal data (shown below), and to consent to personal data collected being processed by Società Cattolica di Assicurazione - Società Cooperativa, also with IT tools, exclusively for purposes of the procedure for which this statement is made.

I hereby authorise this document to be submitted to Società Cattolica di Assicurazione - Società Cooperativa and then to perform any other action deemed useful for the submission of the aforementioned list \_\_\_\_\_, in respect of which I elect domicile for purposes of any notices relating to the list itself.

Date .....

.....

(Signature)

Annexes:

- 1) photocopy of the identity document;
- 2) (if the box for the contextual presentation has been crossed) confirmation of receipt and/or communication made pursuant to art. 43 of the Bank of Italy Joint Provision - CONSOB of 13 August 2018 governing central counterparties, central depositories and centralized management activities c.d. "Single measure on post trading".

#### **INFORMATION ON PERSONAL DATA PROCESSING**

Personal data requested is processed and shall be used for purposes strictly connected to the execution of the relevant meeting and company requirements, and also descendants of legal obligations, including those related to them and related to the disclosure of data collected to the bodies control and supervision and other public administrations.

The processing is carried out through IT procedures and on paper support by the Data Controller directly and through authorised parties. Personal data as well as the documents exhibited that contain it shall be stored by the Data Controller for the time deemed necessary to complete the purposes for which it was collected, and in any case for the time necessary to fulfil contractual obligations and those deriving from legislation and regulations. The Data Controller is Società Cattolica di Assicurazione - Società Cooperativa, with registered office in (37126) Verona, Lungadige Cangrande 16. Interested parties can assert their rights by contacting the Data Controller and for it the Data Protection Officer (DPO) of the Cattolica Group based in (37126) Verona, Lungadige Cangrande, 16, email [dpo@cattolicaassicurazioni.it](mailto:dpo@cattolicaassicurazioni.it), as expressed by Articles 15 et seq. of the European Regulations 2016/679 of the European Parliament and of the Council.

SOCIETÀ CATTOLICA DI ASSICURAZIONE – SOCIETÀ COOPERATIVA - VERONA  
ORDINARY SESSION OF THE SHAREHOLDERS' MEETING  
12 (Call I) - 13 (Call II) April 2019

Election of members of the Board of Directors and of the Management Control Committee

The undersigned ....., born in.....  
on ....., an [Italian] citizen, residing in .....  
tax code ....., aware that false statements, forgery of documents and the  
use of forged documents or data that is untrue are punished under the Criminal Code and special  
laws on the subject, in relation to the ordinary Shareholders' Meeting of Società Cattolica di  
Assicurazione - Società Cooperativa (hereinafter referred to as "Cattolica"), with registered office  
in Verona, Lungadige Cangrande n. 16, called for Friday 12 April 2019, on first call, and for  
Saturday 13 April 2019, on second call, containing, among other matters on the agenda, the  
appointment of the members of the Board of Directors and of the Management Control Committee  
for the financial years 2019 - 2021,

HEREBY STATES

1. to be a Shareholder of Cattolica;
2. to undertake to have registered in his/her name, on the date of the meeting called, among  
other, for the appointment of the Board of Directors, of at least 3,000 shares of Cattolica;
3.  to accept, as of now and irrevocably, his/her candidacy for the office of director of  
Cattolica;  
 to accept, as of now and irrevocably, his/her candidacy for the office of  
member of the Board of Directors and of the Management Control Committee of Cattolica;
4. not to be affected by any of the causes of ineligibility or incompatibility provided for by the  
law, by current regulatory provisions and by the By-laws for the office of member of the  
Board of Directors;
5. to meet the requirements of professionalism, integrity and independence prescribed by  
current legislation and regulations and by the By-laws to hold the office of director of  
Cattolica;

6.  not to be in any of the situations described in Art. 3 <sup>(1)</sup> of the Corporate Governance Code for listed companies promoted by Borsa Italiana (the Italian Stock Exchange) and qualifying as an independent director for the purposes of the aforementioned Code;  
 to be in one or more of the situations described in Art. 3 <sup>(1)</sup> of the Corporate Governance Code for listed companies promoted by Borsa Italiana and to qualify as a non-independent director for the purposes of the aforementioned Code;
7.  to meet the requirements of independence provided for by Art. 148, paragraph 3, of Italian Legislative Decree no. 58/1998;  
 not to meet the independence requirements set forth in Art. 148, paragraph 3, of Italian Legislative Decree no. 58/1998.
8.  to be enrolled in the Register of Statutory Auditors;  
 not to be enrolled in the Register of Statutory Auditors.
9.  to hold the offices of management and control in other companies referred to in Annex *sub* 1, in respect of which, he/she hereby authorises to make available to shareholders pursuant to art. 2409- septiesdecies of the Italian Civil Code, also undertaking to disclose without delay any changes on the date of the Shareholders' Meeting (fax 0458391122; certified email address: [serviziosoci@pec.gruppocattolica.it](mailto:serviziosoci@pec.gruppocattolica.it) );  
 not to hold management and control positions in other companies in respect of which

The undersigned states that from now on, in the event of an election, to accept the appointment as director also undertaking to provide any documentation deemed suitable for verifying the above mentioned requirements and, for all documents relating to the office, to elect domicile at Società Cattolica di Assicurazione – Società Cooperativa, Lungadige Cangrande n. 16, Verona.

He/she also undertakes to promptly notify Cattolica of any subsequent changes to the foregoing.

Finally, the undersigned hereby states to be aware of and to consent to the fact that this statement, together with the list of offices and their *curriculum vitae*, enclosed herein, is made public pursuant to current legislation and in any case to have read the information pursuant to and for the purposes of Art. 13 of Regulation (EU) 2016/679 on the protection of personal data (shown below), and to consent to personal data collected being processed by Società Cattolica di Assicurazione - Società Cooperativa, also with IT tools, exclusively for purposes of the procedure for which this statement is made.

<sup>(1)</sup> The Company considers that the criterion stated in *subsection* 3.C.1, letter e) of the Code is irrelevant for purposes of the independence requirement.

Please attach the following documentation to this document:

1. list of offices of management and control in other companies pursuant to Art. 2409-*septiesdecies* of the Italian Civil Code;
2. *curriculum vitae*;
3. photocopy of the identity document.

place and date

In witness thereof

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#### **INFORMATION ON PERSONAL DATA PROCESSING**

Personal data requested is processed and shall be used for purposes strictly connected to the execution of the relevant meeting and company requirements, and also descendants of legal obligations, including those related to them and related to the disclosure of data collected to the bodies control and supervision and other public administrations.

The processing is carried out through IT procedures and on paper support by the Data Controller directly and through authorised parties. Personal data as well as the documents exhibited that contain it shall be stored by the Data Controller for the time deemed necessary to complete the purposes for which it was collected, and in any case for the time necessary to fulfil contractual obligations and those deriving from legislation and regulations. The Data Controller is Società Cattolica di Assicurazione - Società Cooperativa, with registered office in (37126) Verona, Lungadige Cangrande 16. Interested parties can assert their rights by contacting the Data Controller and for it the Data Protection Officer (DPO) of the Cattolica Group based in (37126) Verona, Lungadige Cangrande, 16, email [dpo@cattolicaassicurazioni.it](mailto:dpo@cattolicaassicurazioni.it), as expressed by Articles 15 et seq. of the European Regulations 2016/679 of the European Parliament and of the Council.