



SOCIETÀ CATTOLICA DI ASSICURAZIONE
Co-Operative Society

SHAREHOLDERS' MEETING OF 12/13 APRIL 2019

OPERATING PROCEDURES
FOR THE PRESENTATION OF LISTS
FOR THE ELECTION OF THE BOARD OF ARBITRATORS

Operating procedures for the presentation of lists for the election of the Board of Arbitrators

Notwithstanding compliance with the legal and statutory provisions governing the procedures for appointing the Board of Arbitrators, for greater clarity and fairness of treatment and to facilitate the exercising of the right, by Shareholders, to present lists for the appointment of the Board of Arbitrators of Società Cattolica di Assicurazione – Co-Operative Company, provided for the Shareholders' Meeting of 12/13 April 2019, the Board of Directors decided to make specific reference to the following operating procedures for the performance of related activities.

It should be noted that for the performance of the activities specified below, the Shareholders may contact and refer to the Company's Shareholders' Department at its headquarters in Verona.

Section I

- 1 The lists shall be submitted, pursuant the Company's Articles of Association, as a single option, along with all additional documentation listed below relating to the presenters, as specified in paragraph 5) below and to the candidates, as specified in paragraph 6) below, by depositing it with the Company at least 25 days before the date for which the Shareholders' Meeting has been convened in first call and, therefore, by 18 March 2019, by certified email to serviziosoci@pec.gruppocattolica.it or by depositing it with the Shareholders' Department according to the following schedule: by 17:00 on Mondays, Tuesdays, Wednesdays and Thursdays; by 13:00 on Fridays.
- 2 The lists of Shareholders can be submitted by at least 1/80 of the Shareholders with voting rights, regardless of the percentage of the total share capital held. For these purposes, in consideration of the number of Shareholders with voting rights, given that they have been registered in the Shareholders' Register for at least 90 days (for a total of 24,685 eligible Shareholders), each list of Shareholders may be submitted by at least 309 eligible Shareholders.
- 3 The lists of Shareholders may also be submitted by as many Shareholders as have voting rights who, either alone or along with other Shareholders with voting rights, hold shares that represent a total of at least 1/40 of the share capital.
- 4 The lists must indicate, with progressive numbering, the candidates for the office of Arbitrator in a number equal to that to be elected (three Regular Arbitrators and two Alternate Arbitrators), distinguishing between the Regular and Alternate Arbitrators.
- 5 The statements for submitting a list may be collective or individual (notwithstanding the statutory provision on the total number of presenters and/or on the percentage share capital represented) and must be signed by the submitting Shareholders and must also contain the personal details of each submitting Shareholder, in addition to an indication of the candidates for whom said lists are submitted with the related personal details and the number of shares held by the submitting Shareholders. The following shall be appended thereto:
 - a) a photocopy of a valid identity document of each submitter (complete in every element, including the front and back);
 - b) confirmation of receipt and/or notification made pursuant to Article 43 of the

Consob-Banca d'Italia Provision dated 13 August 2018 governing the central counterparties, central depositories and the centralised account management business, known as the "single provision on post trading", certifying the holding of at least 300 shares (Article 18 of the Articles of Association).

The document under section b) can be sent or submitted to the Company by the twenty-first day preceding the date for which the Shareholders' Meeting was convened in first call and, therefore, by 22 March 2019, according to the procedures specified in paragraph 1).

- 6 Candidates must sign, according to the procedures and terms specified in paragraph 1) above, the declaration of acceptance of the candidacy, which must also reveal the personal details of said candidate. The statement must be accompanied by a photocopy of a valid identity document (complete in each element, including the front and back) and must contain a self-certification for the purposes of certifying, under the candidate's own responsibility, that they hold at least 300 shares.
- 7 At least 21 days before the date for which the Shareholders' Meeting has been convened in first call and, therefore, by 22 March 2019, subject to the positive performance of the necessary validity checks, at the registered office, at Borsa Italiana S.p.A., on the storage mechanism authorised by Consob, entitled "eMarket Storage", managed by Spafid Connect S.p.A. and accessible from the website <http://www.emarketstorage.com>, as well as on the Company's corporate website www.cattolica.it/home-corporate in the "Governance" section, the submitted lists shall be made available under the terms and for the purposes of the current legislation

Section II

In order to facilitate the procedures, the following are enclosed:

- extract from the Articles of Association, Appendix "A";
- forms for submitted the lists in single form, Appendices "B.1" and "B.2" (the latter for the case of a submitting legal entity);
- single candidacy acceptance form and self-certification of meeting the requirements, Appendix "C".

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

EXTRACT FROM THE ARTICLES OF ASSOCIATION**ARTICLE 52**

52.1 The Ordinary Shareholders' Meeting appoints 3 Regular Arbitrators and 2 Alternate Arbitrators, who remain in office for three financial years and can be re-elected.

52.2 The members of the Board of Arbitrators are elected on the basis of lists submitted by the Board of Directors or by the Shareholders.

52.3 The lists must contain a number of candidates, ordered by a consecutive number, equal to the number of Regular and/or Alternate Arbitrators to be elected specified in the notice convening the Shareholders' Meeting.

52.4 The Board of Directors may submit a list at the time of each renewal and/or integration of the Board of Arbitrators.

52.5 The lists of Shareholders can be submitted by at least 1/80 of the Shareholders with voting rights, regardless of the percentage of the total share capital held.

The lists of Shareholders may also be submitted by as many Shareholders as have voting rights who, either alone or along with other Shareholders with voting rights, hold shares that represent a total of at least 1/40 of the share capital.

52.6 The procedural provisions referred to in Articles 32.2, 32.3, 32.4, 33.1, 33.6 and 33.9 of these Articles of Association shall apply.

52.7 The candidates on the list who obtained the highest number of votes shall be considered elected members of the Board of Arbitrators.

52.8 The Board of Arbitrators elects a Chairman, who convenes the board when necessary and directs its proceedings.

52.9 The Alternate Arbitrators substitute absent Regular Arbitrators in order of age and until the next Shareholders' Meeting. The newly appointed Arbitrator takes on the seniority of the Arbitrators in office. The Alternate Arbitrators also substitute, in age order and on a case-by-case basis, the Regular Arbitrators who must refrain from passing judgement for reasons of kinship, affinity or other legal impediment.

SOCIETÀ CATTOLICA DI ASSICURAZIONE – CO-OPERATIVE SOCIETY - VERONA
 ORDINARY SHAREHOLDERS’ MEETING
 12 (1st call) – 13 (2nd call) April 2019

Election of the Board of Arbitrators

The undersigned
 born in on
 tax code
 residing at
 Shareholder of Società Cattolica di Assicurazione – Co-Operative Society, holder of _____ share
 in said Company:

- as documented by the confirmation of receipt and/or by the notification made by Article 43 of the Consob-Banca d’Italia Provision dated 13 August 2018 governing central counterparties, central depositories and the centralised account management business, known as the “single provision on post trading”, Appended herein under section 2),
- as documented by the confirmation of receipt and/or by the notification made pursuant to Article 43 of the Consob-Banca d’Italia Provision of 13 August 2018 governing central counterparties, central depositories and the centralised account management business, known as the “single provision on post trading”, which shall be submitted, under penalty of ineffectiveness of this declaration of submission of the list, by and no later than the twenty-first day before the date for which the Shareholders’ Meeting has been convened in first call;

this contributes to the submission of a list of candidates for the appointment of the Board of Arbitrators for financial years 2019-2021 comprising the Shareholders specified below:

Regular Arbitrators

1., born inon
2., born inon
3., born inon

Alternate Arbitrators

4., born inon
5., born inon

Date

.....
 (Signature)

The undersigned declares that he/she is aware and agrees that the information relating to his/her identity and the indication of the percentage of the holding held shall be made public pursuant to the current legislation and, in any case, that he/she has read the policy pursuant to and for the purposes of Article 13 of EU Regulation 2016/679 on the protection of personal data (reported at the foot of the page), that the personal data collected shall be processed by the Company, including with the use of IT tools, exclusively for the purposes of the procedure for which this declaration is made.

I delegate Società Cattolica di Assicurazione – Co-Operative Company to submit this declaration and, therefore, to perform any other action functional to the submission of the aforementioned list _____, at which I elect domicile for the purposes of any notifications relating to said list.

Date

.....

(Signature)

Appendices:

- 1) photocopy of an identity document;
- 2) (if the box for simultaneous submission has been ticked) confirmation of receipt and/or notification made pursuant to Article 43 of the Consob-Banca d'Italia Provision of 13 August 2018 governing central counterparties, central depositories and the centralised account management business, known as the “single provision on post trading”.

PERSONAL DATA PROCESSING POLICY

The personal data required shall be subject to processing and shall be used for the purposes strictly associated with the execution of the related meeting and corporate obligations and also resulting from legal obligations, including those instrumental thereto and relating to the reporting of data thus collected to the control and supervisory bodies and to other Public Administrations.

The processing is carried out via computerised procedures and hardcopy media by the Data Controller, directly and by means of parties authorised to carry out said processing. Personal data, as well as the presented documents containing said data, shall be kept by the Data Controller for the time necessary to fulfil the purposes for which they were collected and, in any case, for the time necessary to comply with contractual obligations, as well as with legal and regulatory obligations. The data Controller is Società Cattolica di Assicurazione - Co-Operative Society, based in (37126) Verona, at Lungadige Cangrande 16. Data Subjects can exercise their rights by contacting the Data Controller and, on its behalf, the Data Protection Officer (DPO) of the Cattolica Group based in (37126) Verona, at Lungadige Cangrande, 16, email dpo@cattolicaassicurazioni.it, as expressed by Articles 15 et seq. of European Regulation 2016/679 of the European Parliament and Council.

SOCIETÀ CATTOLICA DI ASSICURAZIONE – CO-OPERATIVE SOCIETY - VERONA
 ORDINARY SHAREHOLDERS' MEETING
 12 (1st call) – 13 (2nd call) April 2019

Election of the Board of Arbitrators

The undersigned
 born in on
 tax code
 residing at
 hereby certifying, under his/her own responsibility, his/her capacity as
 and legal representative of
, Shareholder of Società Cattolica di Assicurazione –
 Co-Operative Society, holder of _____ share in said Company:

- as documented by the confirmation of receipt and/or by the notification made by Article 43 of the Consob-Banca d'Italia Provision of 13 August 2018 governing central counterparties, central depositories and the centralised account management business, known as the “single provision on post trading”, Appended herein under section 2),
- as documented by the confirmation of receipt and/or by the notification made pursuant to Article 43 of the Consob-Banca d'Italia Provision of 13 August 2018 governing central counterparties, central depositories and the centralised account management business, known as the “single provision on post trading”, which shall be submitted, under penalty of ineffectiveness of this declaration of submission of the list, by and no later than the twenty-first day before the date for which the Shareholders' Meeting has been convened in first call;

this contributes to the submission of a list for the appointment of the Board of Arbitrators for financial years 2019-2021 comprising the Shareholders specified below:

Regular Arbitrators

1., born inon
2., born inon
3., born inon

Alternate Arbitrators

4., born inon
5., born inon

Date

.....
 (Signature)

The undersigned declares that he/she is aware and agrees that the information relating to his/her identity and the indication of the percentage of the holding held shall be made public pursuant to the current legislation and, in any case, that he/she has read the policy pursuant to and for the purposes of Article 13 of EU Regulation 2016/679 on the protection of personal data (reported at the foot of the page), that the personal data collected shall be processed by Società Cattolica di Assicurazione - Co-Operative Society, including with the use of IT tools, exclusively for the purposes of the procedure for which this declaration is made.

I delegate Società Cattolica di Assicurazione – Co-Operative Company to submit this declaration and, therefore, to perform any other action functional to the submission of the aforementioned list _____, at which I elect domicile for the purposes of any notifications relating to said list.

Date

.....
(Signature)

Appendices:

- 1) photocopy of an identity document;
- 2) (if the box for simultaneous submission has been ticked) confirmation of receipt and/or notification made by Article 43 of the Consob-Banca d'Italia Provision of 13 August 2018 governing central counterparties, central depositories and the centralised account management business, known as the “single provision on post trading”.

PERSONAL DATA PROCESSING POLICY

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The processing is carried out via computerised procedures and hardcopy media by the Data Controller, directly and by means of parties authorised to carry out said processing. Personal data, as well as the presented documents containing said data, shall be kept by the Data Controller for the time necessary to fulfil the purposes for which they were collected and, in any case, for the time necessary to comply with contractual obligations, as well as with legal and regulatory obligations. The data Controller is Società Cattolica di Assicurazione - Co-Operative Society, based in (37126) Verona, at Lungadige Cangrande 16. Data Subjects can exercise their rights by contacting the Data Controller and, on its behalf, the Data Protection Officer (DPO) of the Cattolica Group based in (37126) Verona, at Lungadige Cangrande, 16, email dpo@cattolicaassicurazioni.it, as expressed by Articles 15 et seq. of European Regulation 2016/679 of the European Parliament and Council.

SOCIETÀ CATTOLICA DI ASSICURAZIONE – CO-OPERATIVE SOCIETY - VERONA
ORDINARY SHAREHOLDERS' MEETING
12 (1st call) – 13 (2nd call) April 2019

Election of the Board of Arbitrators

The undersigned

born in on,

tax code,

residing at.....,

being aware that false statements, falsified documents and the use of false documents or documents containing data that no longer correspond to the truth are punishable pursuant to the Penal Code and special laws on the matter, in relation to the next Ordinary Shareholders' Meeting of Società Cattolica di Assicurazione – Co-Operative Society (hereinafter referred to as "Cattolica"), with registered office in Verona, Lungadige Cangrande 16, convened for Friday 12 April 2019, in first call and Saturday 13 April 2019, in second call, containing, among other items on the agenda, the appointment of the Board of Arbitrators for financial years 2019-2021, having considered Article 52 of the Articles of Association,

HEREBY DECLARES

- that he/she is a Shareholder of Cattolica;

- that he/she holds _____ shares in said Company, shares of which he/she undertakes to retain ownership until the date for which the Shareholders' Meeting has been convened in second call;

- that he/she irrevocably accepts his/her candidacy for election as a

Regular Arbitrator

Alternate Arbitrator

of Cattolica for financial years 2019-2021.

The undersigned hereby declares, in the event of election, that he/she accepts his/her appointment as a

Regular Arbitrator

Alternate Arbitrator

also undertaking to submit the documentation required to verify the requisites required by the Articles of Association for the office and, for all documents relating to the office, to elect domicile at Società Cattolica di Assicurazione – Co-Operative Society, Lungadige Cangrande 16, Verona.

He/she also undertakes to promptly notify Cattolica of any subsequent change to the above.

Lastly, the undersigned declares that he/she is aware and agrees that this declaration has been made public pursuant to the current legislation and, in any case, that he/she has read the policy pursuant to and for the purposes of Article 13 of EU Regulation 2016/679 on the protection of personal data (reported at the foot of the page) and also agrees that the personal data collected shall be processed by the Company, including with the use of IT tools, exclusively for the purposes for which this declaration is made.

Attach an identity document to this photocopy

place and date

In witness whereof

PERSONAL DATA PROCESSING POLICY

The personal data required shall be subject to processing and shall be used for the purposes strictly associated with the execution of the related meeting and corporate obligations and also resulting from legal obligations, including those instrumental thereto and relating to the reporting of data thus collected to the control and supervisory bodies and to other Public Administrations.

The processing is carried out via computerised procedures and hardcopy media by the Data Controller, directly and by means of parties authorised to carry out said processing. Personal data, as well as the presented documents containing said data, shall be kept by the Data Controller for the time necessary to fulfil the purposes for which they were collected and, in any case, for the time necessary to comply with contractual obligations, as well as with legal and regulatory obligations. The data Controller is Società Cattolica di Assicurazione - Co-Operative Society, based in (37126) Verona, at Lungadige Cangrande 16. Data Subjects can exercise their rights by contacting the Data Controller and, on its behalf, the Data Protection Officer (DPO) of the Cattolica Group based in (37126) Verona, at Lungadige Cangrande, 16, email dpo@cattolicaassicurazioni.it, as expressed by Articles 15 et seq. of European Regulation 2016/679 of the European Parliament and Council.