

RULES OF PROCEDURE FOR THE SHAREHOLDERS' MEETING
in force since 25 April 2015

ARTICLE 1

Scope

1. These rules (hereinafter the "Rules") govern the ordinary and extraordinary sessions of the Shareholders' Meeting of Società Cattolica di Assicurazione – Società Cooperativa (hereinafter the "Company").
2. The Rules are applied to the activities carried out in the place where the Chairman and the Secretary are present (hereinafter, the "Headquarters") and, as far as compatible, in the places where remote connections are activated in accordance with the current legislation and the Company By-laws (hereinafter "Connected locations").
3. Although not expressly provided for, the laws, regulations and statutory provisions concerning the Company's Shareholders' Meeting as well as the provisions issued from time to time by the Chairman of the Meeting apply.

ARTICLE 2

Participation at the Shareholders' Meeting

1. Shareholders entitled to participate in the Shareholders' Meeting pursuant to the By-laws and applicable legal and regulatory provisions may take part in the Meeting.
According to the provisions of the By-laws, remote connections can be activated from the Meeting's Headquarters with one or more Connected locations that allow Shareholders who do not intend to go to the Main Office to participate in the discussion, to follow the work of the shareholders' meeting and to express , at the time of voting, their vote.
2. Directors, Statutory Auditors, members of the Executive Board and representatives of the Independent Auditors may attend the Shareholders' Meeting without any formalities. With the Chairman's authorisation the following may also attend:
 - a) employees and collaborators of the Company or its subsidiaries if this is deemed useful by the Chairman in relation to the topics to be discussed or to carry out the work;
 - b) accredited experts, financial analysts and journalists;
 - c) external experts specially invited to assist the Company;
 - d) other persons in various capacities related to the Company or its subsidiaries.
3. The Chairman, before explaining the items on the agenda, informs the Shareholders' Meeting about the presence of the parties stated above

ARTICLE 3

**Procedural profiles for taking part in the Shareholders' Meeting,
access and departure**

1. The verification of entitlement to attend the Shareholders' Meeting begins at the Main Office and any Connected locations at least half an hour before the time set for the beginning of the Shareholders' Meeting.
2. Those who have the right to take part in the Meeting must show to personnel appointed by the Company, at the entrance to the premises of the Main venue and of the Connected Locations, a personal identification document and other documents that may be necessary to certify their right to take part. In the event of a proxy by another Shareholder, the proxy must show the original of each proxy accompanied by a photocopy of a valid identity document of the delegating Shareholder. Personnel specifically appointed by the Chairman issue a specific admission document to be kept during the course of the meeting. It is up to the Chairman to verify the right to attend the Meeting and

the relevant formalities, as well access methods, both in respect of the Main venue and any Connected locations.

3. Shareholders who intend to leave the Shareholder's Meeting before its closure can be represented by another Shareholder by issuing, also during the course of the meeting, the relevant written proxy pursuant to Art. 2372 of the Italian Civil Code, subject to verification and annotation by the Company.
4. All those who leave the premises where the Shareholders' Meeting is held for any reason are required to return the admission document for registering their departure and any voting cards provided at the entrance and which have not been used.
5. The Chairman of the Shareholders' Meeting arranges a security service at the Main venue and any Connected Locations, making use of the auxiliary and / or appropriately appointed personnel, provided with special identification badges. The above personnel, in so far as the Chairman so requests, take part to implement the provisions.
6. In the event of activating remote connections, the Chairman appoints its own proxy, also a professional external to the Company, to follow up, with the help of the personnel in charge, the carrying out of admissions to the Shareholders' Meeting and votes at any Connected Locations.
7. Without prejudice to aids for recording and preparing responses, the use of photographic, video or similar devices as well as recording instruments of any kind is prohibited at the Main venue and any Connected locations.

ARTICLE 4

Composition and opening remarks

1. At the hour given in the notice of the Meeting the person stated in the By-laws takes the chair.
2. The Chairman is assisted by the Secretary appointed by the Shareholders' Meeting from among the Shareholders upon the Chairman's proposal or, when necessary pursuant to the law or deemed appropriate by the Chairman, by a notary, even if not a Shareholder. The Secretary or the notary may be assisted by persons of their choice and may use recording equipment solely for purpose of recording the minutes.
3. The Chairman discloses the number of attending Shareholders, whether in person or by proxy, in total at the Main venue and any Connected locations. All attending Shareholders, both in the Main Office and in any Connected Offices, contribute to forming the constitutive and deliberative quorums required from time to time. Having ascertained that the Shareholders' Meeting was duly constituted, the Chairman declared the meeting proceedings open.
4. Should the necessary quorum not be reached for the constitution of the Meeting, after a period of time deemed appropriate according to the circumstances has elapsed after the time set for the beginning of the Meeting, the Chairman shall inform those present and may postpone the discussion of the aforesaid items to a later Meeting.
5. The Chairman can propose to the Shareholders' Meeting, depending on the circumstances, the appointment of scrutineers chosen in a number suitable for the needs of the Shareholders attending the Main venue and any Connected Locations, taking into account, in relation to voting for corporate offices, the needs of representation and protection of all lists submitted. The scrutineers, in the context of the directives provided by the Chairman, of which they are collaborators, coordinate - where necessary assisted by support staff - voting operations.
The scrutineers, if appointed, sign a report concerning the activities carried out and the votes taken to be filed with the Company's records.

ARTICLE 5

Agenda, discussion and chair

1. The Chairman or, upon its request, another person appointed by the latter, summarises the topics under discussion and the proposals submitted for approval.
2. The Chairman may arrange, depending on the circumstances, that the discussion of the topics and the proposals on the agenda take place in a different order than that appearing in the notice

calling the meeting, even with the discussion of all or part of them in a single action, and that the voting on each single topic occurs once the discussion on each has been closed, or at the end of the discussion of all or some of the topics at agenda; this is notified to the Shareholders' Meeting.

3. The Chairman may also establish, giving notice to the Shareholders' Meeting, when the documentation with the relevant proposed resolutions has already been made available to Shareholders on the Company's website prior to the start of the meeting, that the commencement of voting take place simultaneously with the beginning of the relevant discussion and therefore sets a term of duration, in any case not before the end of the discussion itself.
4. Unless the Chairman deems it appropriate or if a specific request is submitted, approved by the Shareholders' Meeting, documents deposited prior to discussions of the topics of the agenda and that are available to interested parties are not usually read out at the Meeting itself. This documentation may be given by read or summarised by the Chairman or by a person appointed by the latter: in any case, a copy shall be delivered at the meeting to anyone who requests it.
5. If one or more attendees prevent others from discussing or exercising the right to vote or cause their behaviour to be a clear obstacle to the smooth running of the Meeting, the Chairman shall call them to order and to comply with his Regulation. If this call should prove vain, the Chairman may order that the persons previously cautioned are removed from the Main venue and from any Connected Locations for the entire discussion stage.
6. If these measures are taken during the discussion stage, before voting commences, the Chairman readmits persons removed to the Shareholders' Meeting, without prejudice to the right to reiterate the removal order in the event the behaviour described above continues.

ARTICLE 6

Participation in the discussion

1. The Chairman of the Shareholders' Meeting supervises and conducts the discussion, giving the floor to the persons stated below who have requested it pursuant to this Article and who are present at the Main venue. Participation in the discussion is not allowed for those attending any Connected Locations.
2. Shareholders entitled to exercise the right to vote or their representatives who have taken part in the Main venue can request to speak on each of the items under discussion only once, making observations and asking for information as well as making proposals.
3. The members of the Board of Directors, the Statutory Auditors and the General Manager can request the Chairman, or be invited by him, to take part in the discussion: other parties participating in the Shareholders' Meeting pursuant to Art. 2. can also take part, following the Chairman's invitation and in order to provide clarifications on matters under discussion.
4. The Managing Director, however, is entitled, if he so requests, to make speeches and considerations, without prejudice to the Chairman's power to set limits and conditions. The Chairman of the Board of Statutory Auditors or its substitute has the right to make considerations and statements on behalf of the Board of Statutory Auditors.
5. The Chairman establishes the procedures for requesting participation, which may be submitted from the time the Meeting is constituted and until the collection of the requests for participation on the matter has been declared closed.
6. The Chairman establishes the order of participation.
7. The Chairman has the right, taking into account the purpose and relevance of individual topics under discussion, as well as the number of applicants for the floor, to establish at the time of opening the discussion or even during the actual discussion, rules concerning the duration of individual participation; this also to favour a wider participation by Shareholders. However, the Chairman may consider the opportunity to grant the Shareholder an additional period of time, with respect to the established maximum period, to allow him to complete his/her participation.
8. In order to guarantee that the discussion is conducted properly and the exercise of the rights by the participants, the Chairman, with a reminder, can remove the floor:
 - if a participant speaks without having the right or continues to speak after making use of the maximum time assigned for participation as pre-established by the Chairman;

- in the event of non-relevance of his/her participation to the topic under discussion;
 - in all cases where participation prejudices the orderly conduct of the meeting.
9. The Chairman and / or, following its request, other persons present at the meeting pursuant to Art. 2 respond to questions normally proposed after all Shareholders which have requested to do so have taken the floor to respond on each topic on the day, without prejudice however to the right to respond following each intervention. In particular, the Chairman may request the Chief Executive Officer and / or the General Manager, as well as the Manager in charge of drafting the corporate accounting documents, to provide the appropriate answers and clarifications.
 10. The Chairman has the right not to answer questions concerning topics outside the agenda and questions concerning information concerning third parties, if these are not permitted or due. About detailed information, whose immediate response is not objectively viable, the Chairman may reserve the right to respond, if necessary, after verifying company documentation, separately.
 11. When nobody else wishes to address the Meeting, answer or make any response, the Chairman declares the discussion closed.
 12. After the discussion is closed, no one may request the floor.

ARTICLE 7

Suspension of discussions and updating

1. Discussions of the meeting usually take place in a single meeting.
2. During the meeting, the Chairman, if he (she deems it appropriate, may suspend the discussion for a short period, justifying the decision.
3. Without prejudice to the provisions of Art. 2374 of the Italian Civil Code, the Chairman may, with his/her own justified provision, having heard the Chairman of the Board of Statutory Auditors, update the meeting's discussion, arranging for the meeting to resume on the following day and simultaneously setting the time for the meeting.
4. The Chairman may also decide, on condition that the Shareholders' Meeting does not object, to update the discussion within a maximum of five days, setting the day and time simultaneously, without prejudice to the venues and procedures already established for the Meeting itself.

ARTICLE 8

Voting

1. The Chairman decides the order in which proposed resolutions on individual items on the agenda are subjected to the vote, normally giving precedence to those formulated by the Board of Directors or by the Chairman and, subsequently, to those that have been submitted by Shareholders according to the order of presentation and on a specific motion to vote.
2. Voting takes place at the same time at the Main venue and any Connected Locations in compliance with the provisions of the By-laws.
3. Voting is carried out in an open manner and, without prejudice to the provisions of the Chairman pursuant to paragraph 4 of this Article or provided for the appointment of corporate offices, these generally take place by show of hands, by counting and recounting raised hands, recording those abstaining and those voting against in specific areas, according to the procedures identified each time. The number and the identity of Shareholders with a positive vote shall, by difference, be based on the list of participants and entries of entries and departures from the Main venue and from any Connected Locations.
4. As an alternative to the above, the Chairman may establish other ways of expressing votes, providing, by way of example, that the vote is expressed through ballot papers or the use of electronic detection equipment, which must be such as to ensure the identification of the vote expressed by each entitled party.

ARTICLE 9

Votes for corporate offices

1. Without prejudice to the provisions of Articles 4.5 and 8 of these Rules, laws, regulations and statutory provisions in force from time to time and the instructions given by the Chairman, according to the circumstances, shall apply to the voting for the appointment of corporate offices.

ARTICLE 10

Announcement of results

1. Once the voting has been completed and, if necessary, any scrutiny operations, the Chairman, also making use of the Secretary or the notary, announces the results to the Shareholders' Meeting.

ARTICLE 11

Closing

1. Once all the points on the agenda have been dealt with and voted on, the Chairman declares the discussions of the Shareholders' Meeting closed.

ARTICLE 12

Taking of minutes

1. The Chairman has the right to hand over to the Secretary or to the notary, to be attached to the minutes, documents read or presented during the meeting, which are considered pertinent to the subjects and topics discussed.
2. The minutes are drawn up, after the discussions have concluded, also in the following days, in the terms established by applicable legislation. These shall be signed by the Chairman and the Secretary or by the notary.

ARTICLE 13

Final provisions

1. In addition to the provisions of these Rules, the Chairman, in compliance with legal and statutory provision, may take any measure deemed appropriate to ensure the proper conduct of the meeting and the exercise of rights by all participants.
2. These rules can be changed by the Ordinary Shareholders' Meeting with the majorities provided for by the current legislation and by the By-laws.