

Shareholders' Meeting
12/13 April 2019

Report of the
Board of Directors
on *Agenda items*

pursuant to Article 125, paragraph 1 of Italian Legislative Decree no. 58 of 24 January 1998.

Text approved by the Board of Directors on
7 March 2019

CONTENTS

| | |
|--|----|
| PREAMBLE | 3 |
| NOTICE OF CALL | 4 |
| APPROVAL OF THE FINANCIAL STATEMENTS FOR THE 2018 FINANCIAL YEAR AND THE REPORT THAT ACCOMPANIES THEM, WITH SUBSEQUENT AND RELATED RESOLUTIONS | 10 |
| DECISIONS RELATED TO REMUNERATION POLICIES, IN ACCORDANCE WITH THE PROVISIONS | 12 |
| STATUTORY LAWS AD REGULATIONS | 12 |
| REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS..... | 14 |
| AUTHORISATION FOR THE PURCHASE AND DISPOSAL OF TREASURY SHARES PURSUANT TO THE LAW, RELATED AND SUBSEQUENT RESOLUTIONS | 33 |
| APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT COMMITTEE FOR THE 2019- 2021 FINANCIAL PERIODS | 40 |
| ESTABLISHMENT FOR THE 2019-2021 FINANCIAL YEARS OF REMUNERATION FOR MEMBERS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT CONTROL COMMITTEE AND OF THE RELEVANT ATTENDANCE ALLOWANCE..... | 42 |
| APPOINTMENT OF THE ETHICS AND DISCIPLINARY COMMITTEE | 44 |

PREAMBLE

This document, containing the reports approved by the Board of Directors on the items on the agenda of the Shareholders' Meeting called for 12/13 April 2019, is made available, pursuant to Art. 125-*ter*, paragraph 1, of Italian Legislative Decree no. 58 of 24 January 1998 and subsequent amendments and additions (TUF), within the deadline established by current legislation for the publication of the notice convening the meeting.

The reports drafted pursuant to specific laws are published under the terms stated by the rules themselves, in the manner established by the aforementioned Art. 125-*ter*, paragraph 1, of the TUF.

* * *

NOTICE OF CALL

SOCIETÀ CATTOLICA DI ASSICURAZIONE

Società Cooperativa (Co-operative company)
Registered office in Verona, Lungadige Cangrande n. 16
Tax code and registration number in the Companies' Register
of Verona 00320160237 - Cooper. Comp. Reg. no A100378
Registered with the Insurance Companies Register under no. 1.00012
Parent of the Cattolica Assicurazioni Insurance Group, registered with the Insurance
Groups Register under no. 019
Share capital Euro 522,881,778.00 fully paid-up and existing

NOTICE OF THE ORDINARY SESSION OF THE SHAREHOLDERS' MEETING

Shareholders are summoned to the Ordinary session of the Shareholders' Meeting at the registered office in Verona, Lungadige Cangrande n. 16, at 8.30 am on Friday 12 April 2019 or, on second call, if the legal quorum was not reached on that day, at 9.00 am on Saturday 13 April 2019, in Verona, Via Germania no. 33, to discuss and resolve on the following agenda:

- Approval of the 2018 financial statements and of the accompanying report, with related and subsequent resolutions.
- Decisions relating to remuneration policies, in compliance with regulatory and statutory provisions.
- Compensation plans based on financial instruments.
- Authorisation for the purchase and sale of treasury shares pursuant to the law. Related and subsequent resolutions.
- Appointment of members of the Board of Directors and of the Management Control Committee for the 2019 - 2021 financial years.
- Establishment for the 2019 - 2021 financial years of the remuneration of members of the Board of Directors and the Management Control Committee as well as of the relevant attendance allowance.
- Appointment of the Ethics and disciplinary committee.

In compliance with the provisions of Art. 30 of the By-laws, as referred to temporarily by paragraph 60.3, the Board of Directors has established, for the second call, to arrange the activation of a remote connection from the structure indicated below, which shall be equipped with the necessary safeguards to guarantee the the identification of Shareholders and the exercise of procedural and control powers by the Chairman of the Shareholders' Meeting:

- Centro Congressi Palazzo Rospigliosi - Via XXIV Maggio 43 - ROME

The above connection, pursuant to the aforementioned statutory provision, shall allow Shareholders who, admitted to participate in the Shareholders' Meeting pursuant to the law and the By-laws and have an admission ticket, do not intend to travel to Verona, Via Germania n. 33, to participate in the discussion, to follow the work of the meeting live and to express their vote at the time of voting.

*

In compliance with current legislation, at the registered office, Borsa Italiana S.p.a., on the storage mechanism authorised by CONSOB called "eMarket-Storage", managed by Spafid Connect S.p.a. and which can be accessed from the <http://www.emarketstorage.com> site, and on the Company's "Corporate" site <http://www.cattolica.it/home-corporate>

under the "Governance" section, documentation relating to the Shareholders' Meeting shall be made available to the public, including the explanatory reports of the Board of Directors on items on the agenda and the relevant proposals for resolutions, and in particular:

- at least thirty days before the date set for the Shareholders' Meeting on first call, and therefore by 13 March 2019, the reports of Directors on matters on the agenda and other documentation for which publication is planned before the Shareholders' Meeting, other than those subsequently listed;
- at least twenty-one days before the date set for the Meeting on first call and then by 22 March 2019, the Financial Report and other documents pursuant to Art. 154-ter of Italian Legislative Decree no. 58/1998, the Remuneration Report as well as the Report on authorisation proposals for the purchase and sale of treasury shares. Within the same time-frame, the Report on corporate governance and ownership structures containing the information pursuant to Art. 123-bis of Italian Legislative Decree no. 58/1998.

Shareholders have the right to view the aforementioned documentation filed at the registered office and to obtain a copy.

It must be recalled that, pursuant to the law and the By-laws, Shareholders registered in the Shareholders' Register for at least ninety days can attend and vote at the Meeting for which the authorised intermediary, with whom the shares are deposited, has sent the Company the specific notice required by current legislation certifying ownership of the shares for at least two days before the date set for the first call; a copy of the notice mentioned above, which the intermediary is required to make available to the applicant, may be used to confer representation for participation in the Meeting, by signing the proxy form inserted at the bottom. A form that can be used to issue a proxy for participation in the Meeting is in any case forwarded to all eligible Shareholders together with the convocation notice; it is also available on the Company's "Corporate" website <http://www.cattolica.it/home-corporate> under the "Governance" section. Pursuant to the By-laws, Shareholders registered in the Register of Shareholders for at least 90 days prior to the Meeting in first call may take part in the Meeting provided that the aforementioned notice attests the ownership of at least three hundred shares.

Shareholders may represent another Shareholder by proxy; however, no proxy or representative may represent more than five Shareholders. Representation cannot be conferred to members of the Board of Directors or the Board of Statutory Auditors of the Company nor to companies controlled by it or to the members of the management or control body or to the employees of these.

Please note that, pursuant to Art. 3 of the current Rules of Procedure of the Shareholders' Meeting, proxies must be shown in original and accompanied by a photocopy of a valid identity document of the delegating Shareholder.

Each Shareholder is entitled to one vote, regardless of the number of shares held. The number of Shareholders registered in the Register of Shareholders for at least ninety days from the date of first call is of 24,685.

Shareholders in possession of shares not yet dematerialised pursuant to the current legislation must provide for them to be delivered to a qualified intermediary in good time, for purposes of carrying out the dematerialisation procedure envisaged therein and

the submission of the notice required by the aforementioned legislation in force. Please note that the subscribed and fully paid-up share capital amounted to Euro 522,881,778.00 at 7 March 2019, and is represented by 174.293.926 shares. The Company holds, on the date of this notice of call, 7.036.907 treasury shares.

*

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 Company's "Corporate" website <http://www.cattolica.it/home-corporate> under the "Governance" section).

Directors are elected on the basis of lists drawn up in compliance with current legislation and the By-laws and can be proposed by the Board of Directors or by the Shareholders.

In this regard, it must be noted that, for purposes of the election of the Board of Directors, the list submitted by the Shareholders must consist of a number of candidates of no less than 3, in compliance with the provisions relating to the composition of the Board of Directors referred to in current legislation and the By-laws.

The lists are divided into two sections, in each of which the candidates are ordered in progressive number. The first section of the list 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 list 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 list 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.

It is also recalled that, according to the By-laws, at least 10 Directors must meet the independence requirements established for statutory auditors by Article 148, paragraph 3 of Italian Legislative Decree no. 58 and subsequent amendments, without prejudice to the additional independence requirements required by Directors for the purposes of application of the rules of self-discipline or Supervision. At least 3 Directors must be enrolled in the Register of Statutory Auditors.

The Board of Directors must also be composed complying with the balance between genders pursuant to Law no. 120/2011 and the By-Laws.

The Board of Directors, in compliance with statutory provisions, shall submit its own list which shall be filed at the Company's offices by the twenty-fifth day prior to the date set for the first call of the Shareholders' Meeting and then by 18 March 2019.

With regard to the presentation of candidacies, on the basis of lists, by the Shareholders, it is recalled that, pursuant to Art. 32.4 of the By-laws, these may be submitted by at least 1/80 of the Shareholders with voting rights, regardless of the percentage of share capital held in total or by so many Shareholders with voting rights who, either alone or together with other Shareholders with voting rights, are holders of shares representing at least 1/40 of the share capital.

Subject to the obligation to produce the certification relating to the ownership of shares held in accordance with the provisions of the law and regulations in force,

submitting Shareholders must, simultaneously with the deposit, sign the list and accompany it by a photocopy of a valid identity document.

Together with each list, within the deadline for filing the latter specified below, 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 and by the By-laws to hold the position of Company Director must be filed at the registered office.

Candidacies must be accompanied by exhaustive information on the personal and professional characteristics of candidates, including the possible meeting of the independence requirements provided for by the combined provision of Articles 147-ter, paragraph 4, and 148, paragraph 3, of Italian Legislative Decree no. 58/1998, and by the Corporate Governance Code for listed companies.

The lists must be deposited, together with all required additional documentation, at least 25 days before the date for which the Shareholders' Meeting was called on first call, and then by 18 March, 2019 by e-mail to the certified email address serviziosoci@pec.gruppocattolica.it or by filing them with the Shareholders' Service.

According to the By-laws, in the event that only one list was submitted at the expiry of the aforementioned deadline of 18 March, 2019, regardless of its composition or expression, lists may be submitted up to the third calendar day following that date; in this case the thresholds indicated above for the submission of applications shall be reduced by half.

*

With reference to the election of the Ethics and disciplinary committee, without prejudice to current regulatory provisions, it is recalled that, pursuant to Art. 52, the Ethics and disciplinary committee, to be elected also by list vote pursuant to the By-laws, must be formed by 3 standing members and 2 alternate members.

With regard to the submission of lists by Shareholders, it is also recalled that, pursuant to the combined provisions of the Articles 52 and 32.4 of the By-laws, these may be submitted by at least 1/80 of the Shareholders with voting rights, regardless of the percentage of share capital held in total or by so many Shareholders with voting rights who, either alone or together with other Shareholders with voting rights, are holders of shares representing at least 1/40 of the share capital.

The lists, which pursuant to the By-laws must state separately with progressive numbering the candidates for the office of member of the Ethics and disciplinary committee in a number equal to the number to be elected, distinguishing between standing and alternate members, must be filed, together with all the required additional documentation, at least 25 days before the date for which the Shareholders' Meeting was called on first call, and then by 18 March, 2019, by certified e-mail to the certified email address serviziosoci@pec.gruppocattolica.it or by filing it with the Shareholders' Service.

Together with each list, within the deadline for filing the latter, declarations must be filed at the registered office with which the individual candidates accept their candidacy. The Board of Directors, in compliance with the statutory provisions, may submit a list for the appointment of the Ethics and disciplinary committee.

*

Please note that, for greater clarity and uniformity of processing and to facilitate the exercise of the right to submit lists, the Board of Directors has clarified the operating procedures for the performance of the relevant obligations, which shall be filed at the registered office and made available on the Company's "Corporate" website at <http://www.cattolica.it/home-corporate>, under the "Governance" section, within the term set for the publication of the notice convening the Meeting. Shareholders are invited to view the aforementioned operating methods for more complete information.

Shareholders are advised to pay the utmost attention to the formalities and documentation required for the submission of lists, both according to the provisions of the law as well as regulations and according to the Company's By-laws.

*

With the methods and within the limits established by current law, a number of Shareholders of no less than one fortieth of the total number, which document, according to current regulations, to be the holders of the minimum number of shares required, in accordance with Articles 19 and 59 of the By-laws, to exercise rights other than those related to equity, may require the inclusion of the list of matters to be discussed in the Shareholders' Meeting resulting from the call notice, stating in the request the additional topics proposed or submit resolution proposals on items already on the agenda. The subscription by each Shareholder of the request must be accompanied by a photocopy of a valid identity document.

The request must be received at the headquarters of the Company within ten days of the publication of this notice (i.e. by 18 March, 2019) by registered mail or by certified email to the certified email serviziosoci@pec.gruppocattolica.it. Within the same deadline, Shareholders who request to add to the agenda must also draw up a report that sets out the reasons for resolution proposals on the new matters they propose to discuss or the reasons relating to the additional resolution proposals presented on topics already on the agenda.

This notice of call is published on the Company's website on 18 March 2019 and on Borsa Italiana S.p.a. as well as on the storage mechanism authorised by CONSOB called "eMarket-Storage" and, by extract, in the newspaper "Italia Oggi".

Verona, 07 March 2019

The Chairman
(Paolo Bedoni)

APPROVAL OF THE FINANCIAL STATEMENTS FOR THE 2018 FINANCIAL YEAR AND THE REPORT THAT ACCOMPANIES THEM, WITH SUBSEQUENT AND RELATED RESOLUTIONS.

The Board of Directors informs that the financial statements dossier, to which readers must refer, will be made available under the terms and with the methods provided for by Art. 154-ter of the TUF, and therefore by 22 March 2019.

It proposes that the Shareholders' Meeting, having taken note of the contents of the financial statements, with the notes to the financial statements, of the management report, of the relevant data and of the proposed allocation of profits, resolve to approve the financial statements for the year ended on 31 December 2018, with the relevant concerning documents and the consequent and correlated proposals, as detailed in the dossier itself.

* * *

**EDECISIONS RELATED TO REMUNERATION POLICIES, IN ACCORDANCE WITH REGULATORY AND STATUTORI
PROVISIONS**

The Board of Directors, pursuant to the IVASS Regulation no.38 of 3 July 2018, and of CONSOB Resolution no. 18049 of 23 December, 2011, which amended the Issuers Regulation in execution of the provisions of Art. 123-ter of the TUF, submits to the Shareholders' Meeting, for the relevant approval, its proposal on remuneration policies, contained in the report that will be made available under the terms and in the manner prescribed by current legislation, and therefore by 22 March 2019.

The report will also provide in a specific section the information required relating to the application of policies for 2018.

* * *

REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS.

The Board of Directors submits to the Shareholders' Meeting, for the relevant approval, the review of the remuneration plan based on 2018-2020 financial instruments, under the terms and conditions detailed in the information document drafted pursuant to Arts. 114-bis of the TUF and 84-bis of the Issuers Regulation and which is reported below in its entirety.

*



Società Cattolica di Assicurazione, società cooperativa with registered office in Verona, Lungadige Cangrande no. 16.

2018-2020 Performance Shares Plan
**INFORMATION DOCUMENT CONCERNING THE LONG-TERM
INCENTIVE PLAN SUBJECT TO THE SHAREHOLDERS 'MEETING ON 13
APRIL 2019**

Document drafted pursuant to Art. 84-bis,
of Consob Regulation no. 11971 of 14 May 1999 and of form 7 of annex 3A of the
regulation implementing Italian Legislative Decree no. 58 of 24 February 1998, concerning
the regulation of issuers

INTRODUCTORY NOTE

This information document is drafted pursuant to Art. 84-bis, paragraph 1, of the Issuers Regulation (Consob resolution No. 11971/1999 and subsequent amendments) to explain the terms and conditions of the Plan, as defined at the time.

The Regulation of the 2018-2020 Performance Shares Plan was approved by the Company's Board of Directors with a resolution dated 20 March 2018, on the proposal of the Remuneration Committee and having heard the opinion of the Board of Statutory Auditors.

The adoption of the Plan was subsequently approved by the Company's Shareholders' Meeting on 28 April 2018.

Following the entry into force of Ivass Regulation no. 38/2018 it is necessary to make some changes to the procedures for assigning shares and in particular by introducing 1) various percentages of up front and deferred assignment for the Chief Executive Officer and 2) a Holding period of twelve months for all Beneficiaries , with the exception of the Chief Executive Officer for whom this period will be until the end of the term of office and in any case for a period of no less than one year.

For all Beneficiaries, including the Chief Executive Officer, the percentage of shares submitted to this holding period will be of 5%.

It is specified that the Plan potentially qualifies as "of particular relevance" pursuant to Art. 114 - bis, paragraph 3, of the TUF (Italian Legislative Decree No. 58/1998) and of Art. 84-bis, paragraph 2, of the Issuers Regulation.

DEFINITIONS

- **Assignment:** the actual assignment of Shares to each Beneficiary after the end of the Vesting Period and the Deferral Period, according to the terms and conditions set forth in the Regulation.
- **Attribution:** the attribution to each Beneficiary by the Board of Directors, after hearing the opinion of the Remuneration Committee, of the Right to Receive Shares.
- **Shares:** ordinary shares of CATTOLICA.
- **Ordinary session of the Shareholders' Meeting:** the ordinary session of the Shareholders' meeting of CATTOLICA.
- **Bad Leaver:** all cases of termination of the Relationship other than the Good Leaver case.
- **Beneficiaries:** directors and / or employees of the Company, in addition to the Chief Executive Officer, identified as members of the Management Committee and Managers with classification under D2 / Directors employed by the Parent Company who

report to the Chief Executive Officer or to the General Managers or to the Deputy General Managers, together with employees that have strong organisational and digital skills that have shown a superior performance continuity, upon proposal of the Chief Executive Officer and approved by the Board of Directors, having heard the opinion of the Remuneration Committee.

- Change of Control: (a) the purchase by one or more Third Party Purchasers of control of the Company pursuant to Art. 93 of the TUF; (b) the purchase by one or more Third-Party Buyers of a number of shares or a portion of a Subsidiary, or of companies directly or indirectly controlling the latter, provided that they are different from the Company, totalling more than 50% of the relevant share capital, unless the Company continues to hold control pursuant to Art. 2359 of the Italian Civil Code; (c) the definitive transfer for any reason to one or more Third Party Purchasers of the company or of the company branch to which the Beneficiary's Relationship is linked.
- Remuneration committee: the Remuneration Committee established and appointed by the Company's Board of Directors in compliance with the Corporate Governance Code.
- Board of Directors: CATTOLICA's board of directors.
- Date of approval: the date of approval of these Regulations by the Board of Directors.
- Date of Assignment of Shares: with reference to each Beneficiary, the date of the resolution of the Board of Directors concerning the assignment of Shares to such Beneficiary. Shares will be available partly "upfront" and partly at the end of the Total Deferral Period, in the manner provided for by Article 9.
- Date of Assignment of the Right: with reference to each Beneficiary, the date of resolution of the Board of Directors concerning the identification of Beneficiaries and the assignment to them of the Right to Receive Shares.
- Right to Receive Shares: the conditional right, free and non-transferable between living persons, to the assignment, free of charge, of shares under the terms and conditions set forth in the Regulation.
- Good Leaver: the following cases of termination of the Relationship:
 - dismissal not due to just cause

- voluntary resignation, only on condition that the Beneficiary meets the statutory pension requirements and in the following 30 days has submitted a request to access the relevant processing;
 - death or permanent disability.
- CATTOLICA Group or Group: CATTOLICA and its Subsidiaries.
- Assignment letter: the letter that the Company will send to each Beneficiary to inform him/her of the assignment of the Right to Receive Shares, to which the Rules will be attached and form an integral part thereof, and whose subscription and surrender to the Company by the Beneficiaries will constitute, for all purposes of these Rules, full and unconditional acceptance by the latter of the Plan.
- Base number of shares: for each Beneficiary, the number of Shares that can be obtained upon reaching 100% of the Performance Goals under the terms and conditions set forth in the Regulation.
- Performance goals: performance goals identified in Article 8 of the Rules with reference to the indicators:
 - Relevant TSR measured in respect of the STOXX® Europe 600 Insurance index (indicator linked to the share price);
 - ROE (indicator linked to the business plan).
- Minimum Performance Goals (also “Gate”): 1) distributable profit with on / off function and 2) soft limit of the distributable Solvency II ratio as identified in Article 8, the achievement of which is required in order to implement the Plan.
- Holding Period: the period during which the shares already assigned must be kept in the beneficiary's individual portfolio.
- Total deferral period: the total 5-year deferral period starting on 1/1/2018 and until 12/31/2022, at the end of which the ownership of the portion of Shares assigned will be transferred.
- Vesting period: the period of measurement of profits which starts on 01/01/2018 and ends on 31/12/2020, at the end of which the achievement of Performance Goals will be verified.
- 2018-2020 Performance Shares Plan (also the “Plan”): the 2018-2020 long-term incentive plan, addressed to the Beneficiaries and governed by these Rules.

- Relationship: the employment and / or administrative relationship existing between the individual Beneficiary and CATTOLICA or one of the Subsidiaries.
- Rules: these rules, concerning the definition of criteria, methods and terms of implementation of the Plan.
- Company or CATTOLICA: Società Cattolica di Assicurazione, società cooperativa with registered office in Verona, Lungadige Cangrande no. 16.
- Reference value of the CATTOLICA share: the arithmetic average of the stock exchange price of the ordinary CATTOLICA share in the 180 days prior to the Assignment Date. This value, defined as indicated above, remains fixed for the entire duration of this Plan, including for any future allocations that take place during the Plan's lifetime.

1. RECIPIENTS

The Beneficiaries, in addition to the Chief Executive Officer, have been identified as members of the Management Committee and in Managers under the D2 / Directors category under the supervision of the Parent Company who report to the Managing Director or to the General Managers or Deputy General Managers, together with employees with strong organisational and digital skills that have shown superior performance continuity.

1.1 Names of Beneficiaries who are members of the Board of Directors of the Company and of the companies directly or indirectly controlled by it.

Based on the Plan approved by Cattolica's Board of Directors on 20 March 2018, the only member of the Board of Directors who is - at present - beneficiary of the Plan is the Chief Executive Officer.

1.2 Categories of Beneficiaries employees or collaborators of the Company and of the controlling or controlled companies as identified in the Plan

On the basis of the Plan approved by Cattolica's Board of Directors on 20 March 2018, the Plan is aimed, in addition to the Chief Executive Officer, at the members of the Management Committee and Executives with a D2 / Directors category employed by the Parent Company who report to the Managing Director or General Managers or Deputy General Managers, together with employees with strong organisational and digital skills that have shown

a superior performance continuity, including Executives with Strategic Responsibilities of Cattolica.

1.3 Name of the Plan's Beneficiaries

a) general managers of the financial instrument issuer

General Manager Carlo Ferraresi

General Manager Valter Trevisani

b) other executives with strategic responsibilities of the issuer of financial instruments who are not "smaller" in size, pursuant to article 3, paragraph 1, lett. f) of the Rules no. 17221 of 12 March 2010, in the event that during the year they received overall compensation (obtained by adding monetary compensation and remuneration based on financial instruments) greater than the highest overall remuneration assigned to the members of the board of directors, or of the management board, and to the general managers of the issuer of financial instruments;

Not present

c) Individuals controlling the issuer of shares, whether they are employees or those who provide collaboration activities within the issuer of shares.

Not applicable as there are no individuals controlling the Company among the Beneficiaries.

1.4 Numbers by categories of Plan Beneficiaries

On the date of this information document, the Plan includes a number of Beneficiaries approximately equal to 60.

The characteristics of the Plan are the same for all Beneficiaries.

2. REASONS FOR ADOPTING THE PLAN

2.1 Goals that are intended to be achieved by implementing the Plan

The adoption of the long-term incentive plan through Performance Shares means:

- guiding the performance of the top management and all figures who hold the operating levers to achieve the goals of the three-year plan;
- reward annual performance, provided that established goals have been achieved;
- retain talent in the company and attract talent from the market to be able to develop it in the medium term.

2.1.1 More detailed information

The company has decided to introduce a long-term stock incentive plan as a tool to align the interests of management and shareholders.

The Plan's beneficiaries are a limited number of Top Managers, whose performance may have a significant impact on the Company's share price.

The plan's architecture was designed based on best market practices.

2.2 Key variables, also in the form of performance indicators, considered for purposes of implementing the Plan

The assignment of Shares is subject to the achievement of performance targets by the Beneficiaries.

2.2.1 More detailed information

In addition to the Minimum Goals (Gate) defined above, performance goals, suitable for aligning the interests of the management and shareholders, have been identified among stock and economic / financial indicators, which are calculated for the 2018-2020 Performance Period:

- Relevant TSR - growth in the share's value for the 2018-2020 period plus dividends in the event of their reinvestment, relevant to the STOXX® Europe 600 Insurance trend during the same period (relevant weight 30%);
- ROE - indicator linked to the business plan (relevant weight 70%).

2.3 Elements underlying the establishment of the amount of compensation based on financial instruments, or criteria for establishing it

The quantity of Rights to receive Shares to be assigned to each of the Beneficiaries is defined by the Board of Directors, upon proposal of the Remuneration Committee, after hearing the opinion of the Board of Statutory Auditors.

2.3.1 More detailed information

In line with what is explained in point 2.3 above, the number of Rights to receive Shares to be attributed to each Beneficiary will be defined by the Board of Directors, also taking into consideration the following elements:

- retention criticality
- impact on the business
- employee's strategic nature

2.4 Reasons underlying any decision to award compensation plans based on financial instruments not issued by the Issuer

Not applicable.

2.5 Assessments regarding significant tax and accounting implications that have affected the Plan's definition

There were no significant tax and accounting implications that affected the definition of the Plan.

2.6 Possible support of the Plan by the special Fund for encouraging workers' participation in companies, pursuant to Article 4, paragraph 112, of Law no. 350

The Plan does not receive support from the special fund for encouraging workers' participation in companies, pursuant to Law no. 350 of 24 December 2003.

3. APPROVAL PROCEDURE AND TIME-FRAMES FOR THE ASSIGNMENT OF INSTRUMENTS

3.1 Scope of powers and functions delegated by the shareholders' meeting to the Company's Board of Directors

On 28 April 2018, the Shareholders' Meeting resolved to grant a proxy to the Board of Directors for the specific implementation of the "*2018-2020 Performance Shares Plan*", to be exercised in compliance with the provisions of the Plan Rules and in particular, as a mere example and not exhaustive, with regard to:

- establishing the number of Rights to receive Shares to be assigned to each beneficiary in compliance with the maximum number assignable;
- implementation of the Plan Rules in compliance with the terms and conditions described in the Rules themselves;
- conferment to the Board of Directors of all powers to carry out legislative and regulatory obligations following the resolutions adopted.

3.2 Persons in charge of managing the Plan

Without prejudice to the duties of the Remuneration Committee, the operational management of the Plan will be entrusted to the Board of Directors with the support of the relevant corporate structures.

3.3 Existing procedures for reviewing the Plan also in relation to any changes in respect of the base goals

Without prejudice to the powers of the Shareholders' Meeting in the cases envisaged by current regulations, the Board of Directors is the body responsible for making changes to the Plan.

3.4 Description of the methods used to determine availability and assignment of financial instruments to contribute to the Plan

The Plan provides for the free assignment to Beneficiaries of Rights to receive ordinary Shares of the Company.

The maximum total number of Shares to be assigned to Beneficiaries is established up to a maximum of 1,600,000 (one million six hundred thousand) Shares.

To this end, on 28 April 2018, the Company's Shareholders' Meeting approved the use of treasury shares, to be used in the Plan.

For more information on the use of treasury shares in respect of the Plan, please refer to the explanatory report drawn up pursuant to the Issuers' Regulation made available to the public in accordance with the law published on the Company's website.

3.5 Role played by each director in determining the characteristics of the Plan; any conflicts of interest for directors involved

The characteristics of the Plan, which were submitted to the Shareholders' Meeting pursuant to and for the purposes of Art. 114 bis of the TUF were determined jointly by the Board of Directors, which approved to submit the approval of the plan to the Shareholders' Meeting, based on the proposal of the Remuneration Committee.

At present, there are no conflicts of interest for directors as the directors themselves, except for the Chief Executive Officer who did not take part in creating the Plan, are not Beneficiaries of the Plan.

3.6 Date of the decision of the relevant body to propose the approval of the Plan to the Shareholders' Meeting and of the Appointments and remuneration committee proposal

The Remuneration Committee specifically investigated the Plan's architecture, reporting on the activity carried out to the Board of Directors in meetings held in February and March 2018.

On 20 March 2018, the Board of Directors approved the Plan's Rules.

The Company's Ordinary Shareholders' Meeting approved the Plan on 28 April 28, 2018.

On 7 March 2019, the Board of Directors approved the amendments to the Plan and the relevant Plan Rules submitted for approval by the Ordinary Session of the Shareholders' Meeting of 13 April 2019

3.7 Date of the decision of the relevant body regarding the assignment of instruments and of the possible proposal to the aforementioned body made by the Appointments and Remuneration Committee

Subsequently to the Shareholders' Meeting of 28 April 2018, the Board of Directors met to take the relevant decisions to implement the Plan, in compliance with the Rules and regulations applicable to Beneficiaries.

3.8 Market price of Shares, recorded on the aforementioned dates, for financial instruments on which the plans are based, if traded on regulated markets

All Rights to receive Shares attributed to the Beneficiaries, under the conditions established by the Rules, will have a unit value, which will be equal to the arithmetic average of the official prices recorded by the Shares on the Electronic Share Market organised and managed by Borsa Italiana S.p.A. in the 180 calendar days prior to the Assignment Date.

3.9 Terms and methods with which the Issuer takes into account, with regard to establishing the time frames of the assignment of instruments when implementing the Plan, of the possible coincidence in time between: (i) this assignment or any decisions made in this regard by the Appointments and Remuneration Committee; and (ii) the disclosure of any relevant information pursuant to Art. 114, paragraph 1, TUF

Decisions regarding the assignment of the Rights to receive Shares will be taken by the Board of Directors in one or more sessions, subject to the approval of the initiative by the Shareholders' Meeting, having obtained the opinion of the Remuneration Committee.

Moreover, the Rights to receive Shares will not be immediately available, and are subject to the conditions set forth in the Rules, as well as to specific performance conditions, for which the Company does not envisage establishing any specific supervision in relation to the situations mentioned above.

4. CHARACTERISTICS OF ALLOCATED INSTRUMENTS

4.1 Description of the forms in which the Plan is structured

The Plan provides for the free assignment to Beneficiaries of Rights to receive Shares, on the basis of a Right from a Share held. The assignment of shares at the end of the Performance Period (31 December 2020) is subject to the achievement of performance goals by the Beneficiaries, as well as compliance with the terms and conditions set by the Rules.

4.2 Specification of the period of actual implementation of the Plan with reference also to any diverse cycles envisaged

This Plan provides for a total duration of 3 years (starting on 1 January 2018 and ending on 31 December 2020), at the end of which the achievement of the Performance Goals will be verified.

Partially amending the provisions of the Plan in this article 4.2 of the information document approved on 21 March 2018 by the Board of Directors, Shares will be assigned according to the following for a portion equal to:

For the Chief Executive Officer

- 40% "upfront" no later than the two months following the approval of the 2020 financial statements relating to the last year of the Vesting Period;
- 60% within one month of the end of the total 5-year Deferral Period (12/31/2022). A holding period equal to 5% of the shares assigned up to the expiry of the term of office and in any case for a period of no less than one year is also provided for both acknowledged shares.

for managers and other beneficiaries

- 60% "upfront" no later than the two months following the approval of the 2020 financial statements relating to the last year of the Vesting Period;
- 40% within one month of the end of the total 5-year Deferral Period (12/31/2022). A holding period equal to 5% of the shares assigned for the duration of 1 year is also envisaged for both the acknowledged shares.

4.3 End of the Plan

The Plan will last until 31 December 2020. The Rules will be effective until the last Date of Assignment and in any case until the end of the total Deferral Period.

4.4 Maximum number of financial instruments also in the form of Options, assigned during each fiscal year in relation to persons identified by name or to stated categories

The maximum total number of Shares to be assigned to Beneficiaries is established up to a maximum of 1,600,000 (one million six hundred thousand) Shares.

4.5 Methods and clauses for implementing the Plan, specifying whether the actual assignment of instruments is subject to the occurrence of conditions or the achievement of specific results, including performance results

The effective assignment of Shares is subject to the achievement of performance targets by the Beneficiaries.

4.6 Information on any restrictions on availability affecting Options or on Shares arising from their exercise

The Plan consists in assigning to Beneficiaries the Right to Receive Shares free of charge under the terms and conditions set forth in the Rules.

The Right to Receive the Shares will be assigned on a personal basis to each Beneficiary and may not be transferred by deed between living persons or subjected to restrictions or be the subject of other disposals of any kind.

Shares assigned to the Beneficiary will be freely available and therefore freely transferable by the latter.

Shares assigned pursuant to the Plan will have regular dividend rights and therefore equal to that of other outstanding Shares on the date of their issue.

4.7 Description of possible termination conditions in relation to the allocation of the Plan in the event that recipients carry out hedging transactions to neutralise any prohibitions on the sale of Options, or of Shares deriving from their exercise

Not applicable.

4.8 Description of effects established by the termination of employment

As the right to receive the Shares is genetically and functionally linked to the continuation of the Relationship between the Beneficiaries and the Company or its Subsidiaries, in the event of termination of the Relationship the following provisions will apply, unless the Board of Directors decides otherwise in a more favourable sense for the Beneficiaries.

In the event of termination of the Relationship following a Bad Leaver case during the Vesting Period or in any case before the delivery of Shares, the Beneficiary will definitively lose the right to receive allocated Shares.

In the event of termination of the Relationship following a Good Leaver case during the Vesting Period or in any case prior to the delivery of Shares, the Beneficiary (or his/her heirs) may retain the right to receive a pro-rata quantity of Shares allocated prior to the Date of Termination, based on the unquestionable assessment of the Board of Directors regarding the level of achievement of performance goals. It is understood that the verification of the goal's level of achievement will be conducted with reference to the last approved financial statements and that the pro-rata will be determined with reference to the fiscal year as the calculation unit.

4.9 Information on any other causes for voiding the Plan

Not applicable.

4.10 Reasons relating to any provision for a "redemption" by the company of the financial instruments covered by the plan, pursuant to Articles 2357 et seq. of the Italian Civil Code

The Plan does not provide for the right of redemption by the Company.

4.11 Any loans or other benefits that you intend to grant for the purchase of Shares pursuant to Art. 2358, paragraph 3, of the Italian Civil Code

There are no loans or other facilities for the purchase of Shares pursuant to article 2358, paragraph 3, of the Italian Civil Code.

4.12 Assessments on the expected cost for the Company on the assignment date, as can be established on the basis of terms and conditions already defined, for total amount and in relation to each financial instrument

On the date of this document, it is not possible to state the exact amount of the charge expected by the Plan for the Issuer, as this charge is conditioned by the maximum amount of Shares that will be assigned.

In accordance with IFRS 2 (Share-based payments), the Company will record, for the portion of its respective competence, the Fair Value of Shares attributed over the vesting period.

4.13 Information of any diluting effects on capital determined by the Plan

The use of treasury shares, for a maximum number of 1,600,000 (one million six hundred thousand) would not have any diluting effects with respect to the total share capital.

4.14 Any limits set for the exercise of voting rights and for the allocation of property rights

Shares assigned pursuant to the Plan will have regular dividend rights and therefore equal to that of other outstanding Shares on the date of their issue.

Shares have voting rights.

4.15 In the event that shares are not traded on regulated markets, any information deemed useful for a complete assessment of the value attributable to them

Not applicable.

4.16 Number of financial instruments underlying each Option

Not applicable.

4.17 Expiry of Options

Not applicable.

4.18 Modalities, time-frames and clauses for the exercise of Options

Not applicable.

4.19 Exercise price of Options or methods and criteria for its establishment, with specific regard to: a) the formula for calculating the exercise price in relation to a given market price; and b) the methods for establishing the market price used as a reference for determining the exercise price

Not applicable.

4.20 In the event that the exercise price is not equal to the market price established as stated in point 4.19 letter b) (fair market value), reasons for this difference

Not applicable.

4.21 Criteria on the basis of which various exercise prices are envisaged between various parties or various categories of recipients

Not applicable.

4.22 In the event that financial instruments underlying Options cannot be traded on regulated markets, information on the value attributable to underlying financial instruments or the criteria for determining their value

Not applicable.

4.23 Criteria for adjustments made necessary following extraordinary transactions on the capital and other transactions that involve changes to the number of underlying instruments

In the event of extraordinary events not specifically governed by the Rules, such as:

- i. extraordinary transactions on the Company's capital and thus by way of a non-exhaustive example, decreases in capital due to cancellation of shares, increases in share capital of the Company, free or paid, offered as an option to shareholders or without option rights, possibly to be issued by contribution in kind, grouping or splitting of Shares that may affect Shares,
- ii. merger or demerger, purchase or sale of investments, companies or business units;
- iii. legislative or regulatory changes or other events that may affect Rights, Shares or the Company.

the Board of Directors may changes to the Rules, independently and without the need for further approvals by the Shareholders' Meeting of the Company, having heard the opinion of the Remuneration Committee, making all changes and additions deemed necessary or appropriate to keep them unchanged, within the limits allowed by legislation applicable from time to time, to the substantial and economic contents of the Plan.

If, during the Vesting Period:

- i. in the event a Change of Control occurs,
- ii. a public purchase offer or a public exchange offer concerning the Shares was launched,
or
- iii. the listing of Shares with the MTA (delisting) was revoked,

The Board of Directors will have the right to assign to Beneficiaries to receive all or part of the Shares in advance with respect to the terms established by the Rules, also independently from the actual achievement of the goals set, or to provide for the early termination of the Plan.

These decisions will be binding for the Beneficiaries.

4.24 Issuers of shares add the attached table no. 1

The implementation of the Plan and data referred to in the summary table pursuant to Article 4.24, Annex 3A to the Issuers Regulation, will be disclosed within the time-frames and methods provided for by the Rules and applicable regulations.

AUTHORISATION FOR THE PURCHASE AND DISPOSAL OF TREASURY SHARES PURSUANT TO THE LAW. RELATED AND SUBSEQUENT RESOLUTIONS.

The Board of Directors submits to the Shareholders' Meeting, for the relevant approval, its proposal on the authorisation to purchase and sell treasury shares, which is reported in full below.

* * *

Dear Shareholders,

Pursuant to the current legal provisions, the Shareholders' Meeting of 12 April 2012 authorised transactions on treasury shares, this authorisation was then renewed in the various Shareholders' Meetings since then and, most recently, at the Shareholders' Meeting of 28 April 2018.

Shareholders are advised to authorise the purchase and disposal of treasury shares, including those already in the portfolio, within the terms and conditions set forth below, in any case subject to revocation and replacement of the authorisation approved by the Shareholders' Meeting of 28 April 2018 for the period still missing.

*

Reasons for which authorisation is requested for the purchase and / or sale of treasury shares

The purchase, trading and sale of treasury shares is finalised, in the interest of the Company and in compliance with the regulations, including regulatory and statutory provisions, in force and applicable at the time, as well as admitted market practices, in pursuit of the following goals:

- to dispose in advance of a share package available for transactions of various kinds, including:
 - extraordinary transactions aimed at establishing partnerships or collaboration relationships with other industrial or financial operators, always in the context of the Company's typical business;
 - options-based salary plans;
 - allocation of shares to shareholders by way of dividends;
- From an investment perspective, to seize market opportunities and provide, in the event of need, liquidity in order to favour
- if necessary, in extraordinary situations and consequent low liquidity of the security, a timely reorganisation of the company structure, without the risk of destabilising it, as well as of sudden market changes that could lead to difficulties in a balanced balance between demand and supply of the security.

It must be noted that the request to authorise the purchase of treasury shares had not been programmed for transactions to reduce the Company's share capital by cancelling treasury shares purchased.

Maximum number, category and value of shares to which the authorisation refers

As of today, the share capital is composed of 174,293,926 ordinary shares, all with regular dividend rights.

In compliance with the limits established by current legislation (Article 2357, paragraph 1 of the Italian Civil Code), distributable profits and available reserves resulting from the last approved financial statements, the proposed authorisation concerns the purchase, in one or more times, of treasury shares up to the maximum number permitted by current legislative provisions, and therefore up to 20% of the share capital of the Company pro tempore, taking into account the shares

already held by the company and its subsidiaries. The transactions will be carried out in compliance with the regulations, including regulatory and statutory provisions, in force at the time, as well as in accordance with accepted market practices, and in any case in accordance with the methods and terms allowed.

The authorisation request envisages the powers of the Board to carry out repeated and successive purchase and sale transactions (or other disposals) of treasury shares on a revolving basis, also for portions of the maximum authorised quantity, so that, in any case, at any time, the number of shares involved in the proposed purchase and in the ownership of the Company does not exceed the limits established by law and by the authorisation of the Shareholders' Meeting.

Information deemed useful for verifying compliance with the limits referred to in Art. 2357 of the Italian Civil Code

Full reference is made to purchases - whose value, net of sales, determines the formation of the negative shareholders' equity reserve - cannot be carried out for amounts that do not fit into the available reserves defined by the By-laws and resulting from the Company's last approved financial statements.

It must be noted that, as of the date of this Report, 7 March 2019, the Company holds 7,036,907 treasury shares, equal to 4.04% of the share capital, and that negative reserve for treasury shares in the portfolio are equal to Euro 49,927,076; subsidiaries do not hold shares of the Company.

In light of the above, compliance with the threshold set by Art. 2357, paragraph 3, of the Italian Civil code, equal to the fifth part of the share capital, without prejudice in any case to the constraint of compliance with the conditions of the shareholders' meeting authorisation.

It is understood that, in the event of disposal, the corresponding amount can be reused for further purchases, until the end of the authorisation of the Shareholders' Meeting, without prejudice to quantitative and expense limits, as well as the conditions established by the Shareholders' Meeting.

Duration of authorisation

The duration of the requested purchase authorisation is 18 months from the date on which the Shareholders' Meeting adopts the corresponding resolution, entailing the new resolution the revocation and therefore replacing the authorisation already granted by the resolution of the Shareholders' Meeting of 28 April 2018.

The Board of Directors may carry out purchase transactions authorised once or several times and at any time within the time frame stated above.

The authorisation to dispose of treasury shares is requested without time limits, in consideration of the non-existence of regulatory restrictions in this regard and the opportunity to maximise the time frame in which to carry out any sales.

Minimum and maximum fee

The purchase price of shares cannot be lower than the minimum of more than 20% and a maximum of more than 20% higher than the official price of Cattolica shares registered by Borsa Italiana S.p.A. in the stock exchange session preceding each individual transaction.

We also propose to authorise the disposal, pursuant to Article 2357-ter of the Italian Civil Code, at any time and without time limits, in whole or in part, in one or more times, of treasury shares already available to the Company or purchased on the basis of this proposal, for the purposes stated above to be considered, in any case, listed here, as well as to authorise the further use of all treasury shares purchased on a consistent basis and within the same purposes identified above, in all cases with terms and conditions determined by the Board of Directors.

With regard to the disposal of treasury shares, the Board will establish the criteria for determining the relevant price and / or the methods, terms and conditions of use of treasury shares in portfolio, having regard to the actual implementation methods used, the performance of the share prices in the period prior to the transaction and in the best interest of the Company.

How to buy and sell shares

Transactions for the purchase of treasury shares will be carried out, pursuant to Articles 132 of Italian Legislative Decree no. 58/1998 and 144-bis, paragraph 1, letter b), of the CONSOB Issuers Regulation, according to operating procedures established in the regulations for the organisation and management of the markets themselves, so as to ensure equal treatment of shareholders.

Therefore, purchases will be made, exclusively and in several times for each mode on the regulated markets, according to the operating methods established in accordance with the aforementioned regulations, which do not allow the direct combination of purchase negotiation proposals with predetermined sales negotiation proposals.

Regarding the volume of shares, purchases and sales - the latter where carried out on the market - will not exceed 25% of the average daily volume of shares traded on *Borsa Italiana S.p.A.* The average volume is calculated on the basis of the average daily traded volume in the 20 trading days preceding the date of each individual purchase.

Disposals of the shares may be made, on one or more occasions, even before having exhausted the maximum number of treasury shares that can be purchased, in the manner and at the time deemed most appropriate in the interest of the Company, with the adoption of any modality deemed appropriate in relation to the purposes that will be pursued, including the sale outside markets or blocks and / or the assignment in coherence and within the scope of the aforementioned purposes, without prejudice in any case to compliance with the legislation from time to time applicable .

* * *

Proposal for a resolution

The following proposal for a resolution is submitted to the Meeting: The

Shareholders' Meeting

- having taken note of the proposal of the Board of Directors;
- having considered the applicable provisions of law and the By-laws;
- having acknowledged that, as of today, the Company holds 7,036,907 treasury shares, equal to 4.04% of the share capital, and that the negative reserve for treasury shares in the portfolio is equal to Euro 49,927,076, while it does not appear that subsidiaries hold shares of the Company;

resolves

to authorise the Board of Directors to purchase and / or dispose of ordinary treasury shares pursuant to current legal provisions and the By-laws, for a period of 18 months from the meeting resolution, in the manner specified below, to revoke and replace the authorisation resolution to purchase and / or dispose of treasury shares of the Shareholders' Meeting of 28 April, 2018, without prejudice to what is done, or executed, as a result of the latter.

The start of operations, or its suspension and / or termination, is decided by the Board of Directors, in compliance with the regulations, including regulatory and statutory provisions, in force at the time.

l) Purchase of treasury shares

- a) The purchase may be made within the limits of available reserves, up to the maximum number of shares permitted by current legislative provisions, and therefore up to 20% of the Company's pro tempore share capital, taking into account the treasury shares held by the latter and the companies controlled by it;
- b) Purchase transactions can be ordered at any time within 18 months from the date of this resolution.
- c) The purchase price of shares cannot be lower than the minimum of more than 20% and a maximum of more than 20% higher than the official price of Cattolica shares registered by *Borsa Italiana S.p.A.* in the stock exchange session preceding each individual transaction.
- d) Purchases and sales - the latter when made on the market - cannot exceed 25% of the average daily volume of shares traded on *Borsa Italiana S.p.A.*, calculating the average volume on the basis of the average daily volume of trade in the 20 days of negotiation prior to the date of each individual purchase.
- e) Purchases must be made in compliance with applicable regulatory provisions, and in particular with regard to the procedures provided for by Art. 144-bis, paragraph 1 letter. b) of the Issuers Regulation.
- f) The accounting processing of purchase transactions takes place in compliance with the current provisions of the law, regulations and By-laws, as well as applicable

accounting standards. In the event of a disposal, the corresponding amount can be reused for further purchases, until the end of the authorisation of the Shareholders' Meeting, without prejudice to quantitative and expense limits, as well as the conditions established by the Shareholders' Meeting.

II) Trading and sale of treasury shares

- a) Shares that will be purchased in execution of the shareholders' meeting resolution or already available to the Company may be the subject of purchase and sale deeds and, therefore, be sold even before exhausting the quantity of purchases covered by this authorisation request, once or several times, without time limits, in the ways deemed most appropriate in the light of the reasons expressed in the Report of the Board of Directors and in the interest of the Company.
- b) Disposals of treasury shares may be carried out, in one or more stages, even before the maximum quantity of treasury shares that can be purchased has been reached. Disposals can take place in the manner and at the time deemed most appropriate in the Company's interest, with the adoption of any method deemed appropriate in relation to the purposes that will be pursued, without prejudice to compliance with applicable law.

* * *

**APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE COMMITTEE FOR MANAGEMENT
CONTROL OF THE 2019-2021 FINANCIAL YEARS**

With the approval of the financial statements for the 2018 financial year, the three-year term of office of the Board of Directors appointed by a shareholders' resolution of 16 April, 2016 expires.

The Shareholders' Meeting is therefore called to resolve upon the appointment of the Board of Directors, in compliance with the new one-tier administration and control model, as adopted by the Company by resolution of the Shareholders' Meeting of 28 April, 2018.

With the renewal of the Board of Directors according to the one-tier model, the Company's Board of Statutory Auditors will cease.

The new Board of Directors will be composed of a total of 17 members, and a Management Control Committee composed of 3 members will be set up within it.

*

The members of the Board of Directors and of the Management Control Committee will be appointed by list vote and according to the current provisions of the law and the By-laws, including temporary ones, to which reference is made here in full. The lists are divided into two sections: the first section lists the candidates for the office of Director who are not candidates for the office of member of the Management Control Committee; the second section lists the candidates for the position of Director who are also candidates for the position of member of the Management Control Committee.

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 Company's "Corporate" website <http://www.cattolica.it/home-corporate> under the "Governance" section).

Without prejudice to compliance with the aforementioned legislative, regulatory and statutory provisions, for greater clarity and uniformity of treatment and to facilitate the exercise of the right to present lists, the Board of Directors has updated the operating procedures to be followed for the performance of the relevant formalities, already prepared for the previous shareholders' meetings, filing them at the Registered Office and on the Company's website <http://www.cattolica.it>, under the "Governance" section: this is reported in the notice of call.

* * *

ESTABLISHMENT FOR THE 2019-2021 FINANCIAL YEARS OF THE REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT COMMITTEE AND OF THE RELEVANT ATTENDANCE ALLOWANCE

The Shareholders' Meeting of 16 April, 2016 established the remuneration for members of the Board of Directors and the Executive Committee - except for that relating to particular offices whose remuneration is established pursuant to Art. 2389 of the Italian Civil Code and of Art. 45, paragraph 2, of the By-laws before the changes made by the Shareholders' Meeting of 28 April 2018 -, as well as the attendance allowance, for the 2016-2018 three-year period, thus envisaging, during the renewal of the Board of Directors, as part of the agenda of the Shareholders' Meeting of 12/13 April 2019, to adopt a new resolution on the matter.

Below is the proposal of the Board of Directors.

"The Board, having considered the provisions of the law and the statutory provisions concerning the remuneration due to the members of the Board of Directors and the Management Control Committee, as well as the assessments made in this regard by the Remuneration Committee, considering the duties performed also in the context of the new one-tier administration and control system, the size of the Group and the relevant commitments and responsibilities, as well as data obtainable from the market for comparable companies, proposes to determine, pursuant to articles 23.2, point c) and 39, and without prejudice to Art. 39.3 of the By-laws, for the 2019-2021 financial years and therefore for the entire duration of their office, the following emoluments:

- *on an annual basis, Euro 980,000.00 as overall compensation referable to all members of the Board of Directors who are not also members of the Management Control Committee;*
- *on an annual basis, Euro 110,000.00 as specific remuneration for each member of the Board of Directors who is also a member of the Management Control Committee and Euro 165,000.00 as specific compensation for the Chairman of the Management Control Committee;*
- *Euro 600.00 for attendance allowance for each meeting of the corporate bodies pursuant to Art. 39.4 of the By-laws.*

The aforementioned compensation is supplemented by reimbursement of expenses incurred on the basis of duties."

APPOINTMENT OF THE ETHICS AND DISCIPLINARY COMMITTEE

With the approval of the financial statements for the 2018 financial year, the term expires for the Ethics and Disciplinary committee elected at the meeting of 16 April 2019, composed of the following Shareholders:

Standing members

- 1) Pietro Clementi, born in Verona on 9 February 1934
- 2) Antonino Galice, born in Seren del Grappa (BL) on 15 June 1931
- 3) Marco Cicogna, born in San Giovanni Valdarno (AR) on 30 March 1928

Alternate members

- 4) Sergio Caneparo, born in Biella on 17 October 1947
- 5) Pier-Giorgio Ruggiero, born in Verona on 11 December 1965

Please note that, pursuant to Art. 52 of the By-laws, the Ethics and disciplinary committee, to be elected by list vote pursuant to the By-laws, must be formed by 3 standing members and 3 alternates.

Therefore, at the Shareholders' Meeting of 12/13 April 2019, the Ethics and disciplinary committee will be completely renewed, by means of a list vote in the manner summarised in the notice of call and in any case detailed in the By-laws, to which full reference is made here.

The lists of candidates that will be filed in accordance with the provisions of current legislation and the By-laws will be made available to the public at least twenty-one days before the date of the first call of the Shareholders' Meeting, and therefore by 22 March, 2019.

Without prejudice to compliance with the aforementioned statutory provisions, for greater clarity and uniformity of treatment and to facilitate the exercise of the right to present lists, the Board of Directors has updated the operating procedures to be followed for the performance of the relevant formalities, already drafted for the previous shareholders' meetings, filing them at the Registered Office and on the Company's website <http://www.cattolica.it>, under the "Governance" section: this is reported in the notice of call.

