Number 361997 of File number 31621 of Volume

REPUBLIC OF ITALY

MEETING MINUTES

In the year two thousand nineteen, on the thirteenth of April, in Verona (VR), at Via Germania n. 33, at nine forty (9:40 a.m.).

13 April 2019

Before me, Maria Maddalena Buoninconti, Notary in Verona, with offices in Vicolo Ghiaia No. 3, enrolled at the Notary College of the District of Verona, appeared:

PAOLO BEDONI, born in Oppeano (VR) on 19 December 1955, domiciled for purposes of his official position at the company's registered office, Italian citizen,

appearing herein as Chairman of the Board of Directors of

"SOCIETÀ CATTOLICA DI ASSICURAZIONE - SOCIETÀ COOPERATIVA", whose registered office is in Verona (VR), at Lungadige Cangrande No. 16, tax register/Verona (VR) business register number 00320160237, registered with the C.C.I.A.A. [Chamber of Commerce, Industry, Agriculture, and Trade] of Verona (VR) under its Economic and Administrative Data Archive (R.E.A.) number 9962., entered in the State Register of Cooperatives under number A100378, entered in the register of insurance undertakings under number 1.00012, Parent Company of the Gruppo Assicurativo Cattolica Assicurazioni, entered in the register of insurance groups under number 019.

I, as Notary, am certain of the personal identity, role and office of the person before me, who declares that the Annual General Meeting for the aforementioned company was convened, on its alternative date, for this date and time, at 9:00 a.m.

The Chairman of the Board of Directors, upon calling the meeting to order pursuant to Art. 27 of the articles of association, and before initiating the review of the items on the agenda, asked technical support to project a video, prepared for the General Annual Meeting on this occasion.

Once the video had been screened, the Chairman greeted the institutional representatives in attendance: Mayor Federico Sboarina, Prefect Donato Giovanni Cafagna, Police Commissioner Ivana Petricca, Provincial Commander of the Carabinieri Military Police, Colonel Ettore Bramato, Commander of the Finance Guard, Carlo Ragusa, Chairman of the ICCREA Group Giuseppe Maino, Chairman of the the UBI Banca Shareholders Association, Franco Polotti, and Board Member and Vice President of Veronafiere, Claudio Valente, and thanked them for their support of Cattolica, and, in particular, their attendance at the Annual General Meeting. Noting that he would greet other guests as they arrived over the course of the proceedings, and before opening the discussion on the day's agenda, invited Mayor Federico Sboarina to take the floor.

Remarks by Mayor Federico Sboarina

“Good morning, everyone, and good morning Mr Chairman, It is with great pleasure that I am taking part in this important meeting, and I would like to take this occasion, as I did last year, to convey the very best regards from the city and my administration to you. Thanks to your hard work and the support you have long provided to major projects in this city, Cattolica has become near and dear to my heart.

Last year, almost exactly at this same time, Cattolica manifested its willingness to join the Steering Committee for the Arena Foundation.

This decision led to the launch of a key and very positive journey with the Municipality, which has been yielding excellent results.

Your support, during such a crucial period for our city in terms of its economic and structural recovery, has in many ways represented a vote of confidence in my work, and that of my administration.

We find ourselves at a watershed moment for the growth of the City of Verona. This is something I emphasised just last week at a Confindustria meeting on the topic of Infrastructure, a critical lever for the city's economy, development, and growth.

These past few days have seen a number of debates - at times heated - on issues involving the Autobrennero motorway, the high-speed [train], and the airport. They are crucial focal points and just as important and fundamental as culture-related issues. For these reasons, I will always remain grateful to Cattolica for joining the Arena Foundation's Steering Committee thus setting a positive example for other businesses and industries which, I hope, might in the future join the growing team at the Arena Foundation, as the Chamber of Commerce has done.

There can be no doubt that this home-grown business has stayed true to its roots: now more than ever, having the support of a company like Cattolica is crucial for our success. This is especially true for the challenges we face. To grow means to gain a competitive edge; on the other hand, one need not lose oneself and one's connection to the local community. Two key factors for those administering a city, one set on growth and economic development. I would thank you for that as well. In fact, today Cattolica is recognised as a company with a strong presence and roots in this community. A company whose support and steadfastness for the Municipality in certain key issues will be fundamental for the development of the Verona of tomorrow.

I wish you all a good day, and best of luck in your work".

Chairman Paolo Bedoni took the floor once again. After thanking the Mayor of the City of Verona, the Chairman segued from those remarks, reiterating that growing with the community and the region is a challenge that Cattolica tackles on a daily basis. Indeed, he noted, although it is Cattolica's duty to do its job properly, generate profits, and distribute dividends, Cattolica also has a responsibility to work with institutions and other businesses and to find opportunities for redistributing the wealth it produces. This is a challenge taken up each and every day by Cattolica, with the goal of building - together with the local communities and region - a bright future. Cattolica is obviously a domestic enterprise, firmly rooted in this region and attaching great

importance to development and the real economy.
At this point, Chairman Paolo Bedoni, after greeting the Honourable Dal Moro, who had arrived at the meeting in the interim, reminded those present of the day's agenda:
- Approval of the FY2018 financial statements and the accompanying reports, with consequent and correlated resolutions.
- Decisions relating to the remuneration policies, in compliance with the provisions of law and the Articles of Association.
- Remuneration plans based on financial instruments.
- Authorisation to purchase and transfer treasury shares in accordance with the law. Related and ensuing resolutions.
- Election of the members of the Board of Directors and Management Control Committee for FY2019-2021.
- Resolution for FY2019-2021 of remuneration for members of the Board of Directors, and the Management Control Committee, as well as the attendance allowance
- Appointment of the Board of Arbitrators.
The Chairman thereupon noted:
- in accordance with Art. 22.7 of the Company’s Articles of Association, for this second convocation, the Board of Directors decided to allow a remote connection to be established with Centro Congressi Palazzo Rospigliosi - Via XXIV Maggio 43 - Rome, a location equipped with all technical measures needed to ensure identification of the Members, and the exercise of the Annual General Meeting Chairman’s power to conduct and supervise the Meeting. For ease of reference, the site shall be denoted “Linked Location” during the course of the proceedings;
- this link, as per the afore-mentioned Articles of Association provision, would let the shareholders who - having permission to take part in the Meeting in accordance with the law and the Articles of Association and bearing an entrance ticket - elected not to attend the proceedings at the registered office in Verona to take part in the discussion, directly follow the business of the meeting and express their vote at the time of voting;
- the meeting place for the Annual General Meeting in Verona, as with the Linked Location in Rome, would be made up of, in addition to the pavilion where the assembly room is located, by certain adjacent, communicating rooms; such rooms are linked via audio-visual connection to allow those situated in adjacent rooms to easily follow (with screens provided for such purposes) the proceedings of the Annual General Meeting, and for the Chairman of the Meeting to personally see what is taking place in such adjacent rooms;
- the information regarding attendance and voting supplied over the course of the proceedings would therefore refer, unless otherwise specified, jointly to the meeting location in Verona as identified *supra*, as well as to the Linked Location. The Chairman thereupon noted that a remote connection to the Linked Location in Rome had been established, and greeted the Members

attending from that Location;
- minutes of the Meeting would be taken with the assistance of notary Maria Maddalena Buoninconti, and that the minutes would be signed in approval whereof by the Chairman of the Annual General Meeting and by the appointed notary;
- in accordance with the Annual General Meeting Bylaws, Company Director Carlo Napoleoni had been appointed as his deputy to oversee admissions into the Annual General Meeting, and the voting from the Linked Location in Rome, with the assistance of Mr Massimiliano Passarelli Pula, Notary in Rome, and other designated staff;
- a Secretariat would be positioned to the side of the stage at the registered office for the Annual General Meeting in Verona, which would provide support for certain operations during the course of proceedings. Secretarial services would likewise be available at the Linked Location for any Member needs;
- for ease of reference, unless otherwise specified, the Secretarial services in Verona and Rome would be jointly denoted, over the course of the proceedings, as “Secretariats”;
- the proceedings would unfold in accordance with the Annual General Meeting Bylaws, as most recently amended by the Annual General Meeting on 25 April 2015, and available through the Secretariats and on the company's website, which would be understood as fully incorporated by reference herein.
Thereupon the Chairman:
i) stated for the record that at 9:52 a.m., either in person or by proxy, a total of 750 Members were in attendance, noting that information on Member attendance figures (in person or by proxy) would be updated over the course of proceedings, and that the list of persons speaking (with a notation of the attendance location, be it in person or by proxy), with an indication of the related shares or votes expressed on various resolutions would, in accordance with applicable provisions in that regard, be annexed to the instant minutes;
ii) stated:
- the first convocation, called for 8:30 a.m. on 12 April 2019 at the Company's registered office could not be held as a quorum was not present, with a report of such occurrence made by the undersigned notary, and signed by Chairman Paolo Bedoni, as File no. 361995, Volume no. 31619;
- the Annual General Meeting was duly convened in accordance with the Articles of Association;
- the meeting notice was published:
-- on the company’s website, www.cattolica.it, under the "Corporate” section, on 8 March 2019;
-- on the Consob-authorised cloud-storage mechanism known as "eMarket-Storage" on 8 March 2019;
-- (as an excerpt) in the “Italia Oggi” newsletter of 9 March 2019;
-- in the “L'Arena" newspaper on 10 March 2019;

- each Member with voting rights had been sent an individual notice of meeting;
iii) advised:
- in addition to the Chairman, the following persons were in attendance:
at the registered office in Verona:
Directors: Aldo Poli - Deputy Vice President, Alberto Minali - Chief Executive Officer, Alessandro Lai Board Secretary, Barbara Blasevich, Bettina Campedelli, Nerino Chemello, Chiara de' Stefani, Luigi Mion and Eugenio Vanda,
and Statutory Auditors: Giovanni Glisenti - Chairman of the Board of Statutory Auditors, Federica Bonato and Cesare Brena,
and, at the Linked Location in Rome, Director Carlo Napoleoni;
- taking part in the proceedings were General Managers Carlo Ferraresi and Valter Trevisani, the Vice General Manager and Chief Financial Officer, Enrico Mattioli, and the Vice General Manager Nazareno Cerni.
At this point, the Chairman, having determined that a quorum was present and the meeting duly convened, called the instant second convocation of the Annual General Meeting to order, and thereupon opened the proceedings, advising;
- in accordance with Legislative Decree no. 101/2018, Member personal data, required under applicable law for participation in the Annual General Meeting, would be processed by company for reasons strictly connected to the discharge of duties relating to the annual general meeting and to the company overall, and would be disclosed to parties to whom disclosure is mandated by applicable law;
- at the Verona registered-office location, and the Linked Location, devices were in use to record the audio and video feed for purposes of taking minutes of the proceedings, and a full notice with respect to the foregoing was available. Moreover, the use of photographic or video or similar equipment, as well as any recording or mobile phone equipment would be strictly prohibited, with the exception of those expressly authorised and intended exclusively for the proceedings; furthermore, the distribution of flyers of any kind would be strictly prohibited, nor would any Member be permitted, due to time constraints, to present slides;
- he had authorised certain parties identified under Art. 2, paragraph 2, of the Annual General Meeting Bylaws, to attend the meeting without any permission to speak, with the exception of those scenarios contemplated under Art. 6, paragraph 3 of the Bylaws, nor to vote;
- those who, based on available information discerned from legal notices to Consob and to company, hold greater than 3% stakes in the company's share capital, and thus more than 5,228,817 shares (since the share capital overall is made up of a total of 174,293,926 shares as of May 2018, that is, the date of the declaration of dividend, are as follows:
i) General Reinsurance AG, a company held entirely by Berkshire Hathaway Inc., at 15,767,793 shares, reflecting a 9.047% stake;

ii) Fondazione Banca del Monte di Lombardia, at 8,540,660 shares, for a 4.900% stake;
iii) Norges Bank, at 5,388,523 shares, for a 3.519% stake;
iv) Fondazione Cassa di Risparmio di Verona Vicenza Belluno e Ancona, at 5,991,241 shares, for a 3.165% stake;
- as of this writing Cattolica Assicurazioni holds 7,036,907 treasury shares, for a 4.04% stake.
Thereupon, the Chairman:
- called upon Members with greater than 3% stakes (whether by shares held, or voting rights held), or those privy to agreements that might be construed as shareholder agreements, to make such status known by presenting themselves to the “Member Assistance” area; those not presenting themselves would be, pursuant to applicable law, prohibited from voting;
- called upon all Members in attendance, furthermore, to disclose any other situations or facts giving rise to an exclusion from voting pursuant to applicable law or the company’s Articles, by presenting themselves at the “Member Assistance” area;
- noted that the Members attending at the Linked Location might contact the on-site Secretariat for more information.
Following a brief pause, the Chairman noted for the record that no Member had disclosed such status.
With respect to the Agenda items, the Chairman:
i) advised that, in accordance with applicable law, all documents had been duly filed by the established deadline at the company headquarters, and into the authorised "eMarket Storage” cloud storage, and that such duly filed documents would likewise be available on company's website;
ii) noted, as a preliminary matter, that each Member might represent up to five (5) Members by proxy. Pursuant to the Annual General Meeting Bylaws, any proxy would be required to produce the original of the signed proxy, along with a copy of a valid ID for the proxy him/herself;
iii) advised that to simplify and accelerate the proceedings, this year the Company once again decided to avail itself of what are now widely available IT instruments.
The Chairman thereupon illustrated further the more salient logistics to be used in the instant proceedings, in order to allow for an efficient carrying-out of the Annual General Meeting:
- at the entrance, Members had been provided an ID badge featuring a bar code identifying the Member, and any Members for whom a proxy was held by the former, which would serve as an admission ticket, as well as an entrance/exit and voting log, as explained *infra*. Furthermore, a small blue card was provided to make voting by a showing of hands easier to see and count;
- only those Members bearing an ID badge and physically in attendance at the Verona registered-office meeting site would be permitted to take part in the discussion. In accordance with the Annual General Meeting Bylaws, the

Chairman opened registration to speak on the Agenda items. Persons would present their badge to the Verona Secretariat, stating the Agenda items on which they wish to be heard. Reminded the Members attending from the Linked Location that they could not take part in the discussion;
- to be able to express a “no” vote or to abstain from the vote at ballot stations located along the sides of the hall, as well as relating to casting votes through electronic instruments, the Members shall use the ID badge provided to them at the entrance;
- the ID badge is strictly for personal use; each Member is charged with the proper care and custody thereof. Any lost badge shall be promptly reported to designated staff at the "Member Assistance” area in Verona, and at the “Info Point” in Rome, to cancel the old badge, and reissue a new one;
- for purposes of a quorum, and pursuant to Art. 3 of the Annual General Meeting Bylaws, all those registered at that point, who have not expressly provided notice (pursuant to the Bylaws) of their inability to attend, shall be deemed present. Absent such notice, the Member shall be deemed present.
- to allow for as much participation as possible, it would be important to note that each individual Member's participation in the discussion (which, indeed, is only available to Members attending in Verona) on various Agenda items, would be reasonably time-limited. To wit - given the potential for numerous comments and wide-ranging participation by the Members - remarks would be limited to three (3) minutes. To that end, the Chairman that a time-keeper would be present to facilitate the Member concluding his or her remarks within such timeframe. Remarks, comments, or questions would need to be germane to the topics open to discussion, in accordance with the provisions of the Annual General Meeting Bylaws, and subject to the options contemplated therein. The Chairman noted that the aforementioned time limit would apply to the speaking Member as the natural person, regardless of the number of proxies held.
- procedural votes, and votes contemplated on points on the Agenda, other than those relating to the appointment of the Board of Directors and the Management Control Committee, and those relating to the appointment of the Board of Arbitrators, would be made by a show of hands and the blue voting card. The order would be as follows: first, those intending to vote in favour of the motion announced, second those against, and finally those abstaining. For any Members wishing to express a dissenting vote, or to abstain from voting, voting stations were positioned along the sides of the Room, as well as a designated voting station at the Linked Location, where Members could cast a vote by scanning their assigned badge. Thereafter, the voting numbers would be provided.
The Chairman noted that:
- as previously noted, the company had once again chosen Computershare - a leading specialty firm providing voting services for publicly traded companies during annual meetings, and a member of the eponymous international corporate group - to provide IT support during the events of the Meeting.

Computershare had been providing these services to the leading economic players on the national scene for a number of years. The company further had engaged Computershare to provide IT services to facilitate the Meeting overall, including taking roll and running the voting system, by providing specific hardware and management software, as well as in-person technical support. The IT procedure for running the Assembly would be subject to a sworn expert's report prepared by an independent third party with specific expertise in that area, to further guarantee the fairness of the proceedings;
- pursuant to best practices set by other major publicly traded companies, for voting relating to corporate offices (elections of the Board of Directors and the Management Control Committee as well as to the Board of Arbitrators), electronic ballot machines featuring touch-screen technology for the Member to cast his or her vote had been set up. These touch screens had been situated along the sides of the hall, with a total of ten voting stations as well as an accessible station in Verona, and three touch screens at the Rome location;
- for any person acting as a proxy, votes might be cast individually or as a block for all proxies held. The Member would be prompted to confirm the vote as cast through the touch screen. Once confirmed, the vote would be recorded, becoming final;
- this procedure likewise would allow Members to express a dissenting vote, or to register their abstention;
- Members who, albeit onsite during the voting session for corporate offices, had not cast a vote, would be registered as “non voting”.
The Chairman:
i) reminded those present that pursuant to Art. 28.3 of the Articles of Association, voting - including for corporate offices - would be public, meaning the elector casts his/her vote publicly, without any confidentiality. Therefore, votes using electronic devices would be cast - thanks to the assistance of on-site staff - after an orderly queue to the touch screens, whilst respecting the rule of a public vote;
ii) noted that pursuant to the Annual General Meeting Bylaws, scrutineers would be selected from amongst company Members, both for Verona and for the Rome location, to oversee voting operations; such scrutineers would prepare a written report of the operations at their conclusion.
The Chairman noted that, once the preliminary phase had concluded - to allow for the best-possible and most-efficient proceedings - in accordance with Art. 5 of the Annual General Meeting Bylaws, and unless circumstances required differently, the proceedings shall unfold as follows:
- presentation of the items on the Agenda;
- consolidated discussion on Agenda items relating to financial statements, remuneration policies, remuneration plans based on financial instruments, treasury shares, along with any remarks, comments on the same; votes would be cast on the topics individually;
- consolidated discussion on Agenda items relating to the election of members to the Board of Directors and the Management Control Committee, and for

setting compensation, and the appointment of members of the Board of Arbitrators with all related remarks, comments on the same; votes would be cast on the topics individually.
With a view toward ensuring the greatest level of transparency for the underlying voting operations, and to allow Members the chance to organise their participation in the proceedings, the Chairman advised those present that he would announce the opening of voting for the Board of Directors and the Management Control Committee, as well as the appointment of the Board of Arbitrators.
Once the more salient components of the Meeting logistics had been detailed, with no objections or concerns raised by the Annual General Meeting, the Chairman noted that reports by corporate bodies on proposals relating to various Agenda items had been timely made available on company's website and on the authorised “eMarket Storage” cloud, as well as made available to the Members at the Annual General Meeting. Moreover, each Shareholder had been provided, on an electronic-storage medium, the financial-statement binder, as well as additional documentation subject to review over the course of the instant Meeting; a hard copy of all documentation would also be available for review with the Secretariats.
The Chairman therefore noted, for purposes including allowing ample time for debate, to deem the foregoing reports read, albeit with a reservation of rights to delve into greater detail into the more salient passages, when and as necessary.
The Chairman thereupon noted that Directors Paola Grossi, Angelo Nardi and Pilade Riello had arrived at the Annual General Meeting.
Moving on with the proceedings, the Chairman moved to elect the following Members as scrutineers:
- for the registered office in Verona:
Camilla Dolieri, born in Illasi (VR) on 06.12.1993;
Stefano Girardi, born in Verona (VR), 15.03.1958;
Alberto Trentin, born in Zevio (VR) on 31.01.1970;
Lorenzo Branco, born in Cologna Veneta (VR) on 02.09.1965;
Cesare Bighignoli, born in Verona (VR) on 12.12.1960;
Stellina Baschirotto, born in Merlara (PD) on 20.01.1957;
Antonietta Scalco, born in Verona (VR) on 16.05.1952;
Giliola Trevisani, born in Verona (VR) on 22.05.1950;
Silvia Segattini, born in Verona (VR) on 14.12.1988;
Alberto Stizzoli, born in San Bonifacio (VR) on 26.01.1957;
Giovanni Dalle Pezze, born in Verona (VR) on 18.06.1979;
Giuseppe Fasoli, born in Soave (VR) on 27.09.1970;
- for the Linked Location in Rome:
Federico Birtele, born in Tregnago (VR) on 30.03.1984;
Michele Bozza, born in Zevio (VR) on 13.03.1986;
And thus for a total of twelve (12) Member-scrutineers in Verona and two (2) Member-scrutineers in Rome.

The Chairman noted that the aforementioned Members had been identified in accordance with the provisions of Art. 4, paragraph 5, of the Annual General Meeting Bylaws.
At 10:10 a.m., finding a total of 1,262 Members to be present (either in person or by proxy), the Chairman opened voting on the election of scrutineers, and carried out the following, in the following order:
- kindly invited all Members intending to vote in favour of the candidate slate to raise their blue card;
- kindly invited all Members intending to vote in opposition to the candidate slate to raise their blue card;
- kindly invited all Members intending to abstain from voting on the candidate slate to raise their blue card;
- closed the voting, and announced that the slate of candidates had been approved;
- thereupon invited the dissenting and abstaining Members to present themselves at the voting stations located along the Hall, and to the dedicated station at the Linked Location, to be counted, reserving the right to provide the exact numerical count of the voting results thereafter.
The Chairman, having announced the voting results for the scrutineers, as reflected in the electronic vote-recording system, announced that the motion passed unanimously; thereupon, the Chairman greeted Pierluigi Guarise, Director of the Agricultural Consortium of Verona, who in the meantime had also arrived at the Annual General Meeting.
At 10:13 a.m., the Chairman moved forward with the meeting's events; as scheduled, the Chairman began to address the Agenda items, noting:
i) first and foremost that for each document relating to the Agenda items, all proper filings at the company's registered office, and all required postings to the company' website (as well as on Consob's "eMarket-Storage" cloud) had been made as required by law and as specified in the meeting notice;
ii) further noted that:
- with reference to the approval of the FY2018 financial statements and the accompanying report, the financial-statement binder with all attachments thereto had been published on 21 March 2019;
- with reference to the remuneration policies, the relevant documentation had been published on 22 March 2019;
- with reference to the remuneration plans based on financial instruments, the relevant documentation had been published on 12 March 2019;
- with reference to the authorisation proposal for the purchase and transfer of treasury shares, the relevant documentation had been published on 12 March 2019;
- with reference to the nominations for electing members of the Board of Directors and the Management Control Committee, and the appointment of the Board of Arbitrators, as well as setting compensation for the same, all related documentation had been published on 22 March 2019;
- finally, the folder of candidate slates for corporate offices had been

published on 22 March 2019;
the content of all documentation subject to review in the instant proceedings - documents incorporated expressly by reference into the proceedings and minutes - was therefore deemed known to all, although when and as needed certain elements might be discussed or highlighted.
The Chairman then advised those present that, as of 10:15 a.m., 1,387 Members (either in person or by proxy) were in attendance, and thus the Chairman moved forward with a discussion of all items on the Agenda;
- Approval of the 2018 annual financial statements and the accompanying reports, with consequent and correlated resolutions.
- Decisions relating to the remuneration policies, in compliance with provisions of law and the Articles of Association.
- Remuneration plans based on financial instruments.
- Authorisation to purchase and sell treasury shares in accordance with the law. Related and ensuing resolutions.
- Election of members to the Board of Directors and Management Control Committee for financial years 2019 - 2021.
- Determination, for FY2019 – 2021, of the remuneration for the members of the Board of Directors and Management Control Committee, as well as the relative attendance allowance.
- Election of the Board of Arbitrators.

<u>First Item on the Agenda</u>

"Approval of the FY2018 financial statements and the accompanying reports, with consequent and correlated resolutions".

As noted during the call to order, the Chairman reiterated the reports generated with regard to FY2018 financial statements would be presented in summary format, as all documentation had been duly made available to the Members as required by law.

"Dear Members,
the Group recorded a net profit of Euro 107 million for 2018, in line with the Business Plan. Premium income amounted to Euro 5.8 billion, with a growth of 15.7% compared to 2017, both in the Non-Life Division (+4.4%) and in the Life segment (+23.2%), due to the work of distribution networks. The above data confirms our Company's positive trend, which shows a capital strength (Solvency II) equal to 1.72 times the regulatory minimum and technical excellence, represented by the combined ratio at 93.4% (-1,3 percentage points), among the best in the insurance market.
The Board of Directors, in the meeting of March 7th, approved the draft financial statements for 2018 and resolved to propose a dividend of Euro 0.40 per share.
In an increasingly competitive and complex context from an economic and financial point of view, Cattolica has been able to carve out a leading role in the national sector, making a series of strategic, wide-ranging choices, of which we are beginning to reap the benefits.
Following the presentation of the 2018-2020 Business Plan, the Company focused on the goals of the new growth project, pursued with great determination by the entire

structure - managers, employees and collaborators - and our agency network. Significant investments have been made in various business areas, in order to ensure a more complete and timely service to our customers. The launch of innovative Car products and the new special insurance cover, the catastrophe policy with the Italian Episcopal Conference (Conferenza Episcopale Italiana), the entry into the assisted living nursing sector and customer assistance services through Ima Assistance are also consistent with this.

In addition, additional resources were used to enhance human capital (staff and agents), to stabilise and hire new employees, to provide on-going training, to upgrade the agency network (digitalisation and simplification of processes), and for traditional sectors of agri-food, religious institutions and the Third Sector, the true pride and joy of our business.

Finally, the relationship with banking partners within the bancassurance sector was consolidated: Ubi Banca, Iccrea and Banco Bpm.

During the last meeting we approved the amendment to our Group's By-laws, which allows us to maintain the cooperative model, maintaining the per capita vote and opening ourselves to capital investors.

A journey that starts from afar, carried out in full autonomy together with the shareholders, which has allowed us to give stability to governance, to regenerate our model without distorting it and to become unique within the national insurance scenario.

Now with the application of the one-tier governance system, the new Board will have the opportunity to fully implement the choices made in recent years and to further improve our Group's future.

The issue of corporate liability is strongly intertwined with our cooperative business model. We have a natural vocation to foster the development of the areas in which we operate and to help communities to implement quality projects in the culture, health, education, volunteering and solidarity sectors, with a view to sustainability, respect for the environment and for those who live there.

As a result of the efforts of Fondazione Cattolica, last year we also managed to support associations and social enterprises that began projects capable of standing on their own feet: over 400 initiatives, more than 300 work placements and 13 thousand volunteers involved.

Cattolica has shown a spirit of adaptability and resilience that has allowed it to adapt to the various and often difficult market conditions of recent years, but above all people have always been at the heart of its work. And this means renewing the attention and sensitivity in respect of those who work with us every day, in terms of relationship, listening and commitment, from employees to agents, from Members to customers.

A company that grows together with the reference area."

and continued with a reading of the motions as set forth in the financial-statement binder.

"Esteemed Fellow Members, we submit the financial statements for the year 2018 for your approval with regard to all its components.

We therefore propose the following allocation of the profit for FY2018, *amounting to €3,464,895, resulting from a profit of €30,928,008 from the management relating to the non-life classes and a loss of €27,463,113 from the management relating to the life classes, it being understood that the dividend pertaining to the treasury shares held as at the declaration-of-dividend date specified below, for purposes of Article 2357-ter of the Italian Civil Code, will be allocated to the dividend reserve:*

- to the legal reserve 20% Euro 692,979

- to the Cattolica Assicurazioni Foundation
as contemplated under Art. 55.2
of the current Articles Euro 166,315

- to the entitled shares (so as to be able to assign a dividend to the extent of Euro 0.01494 per share, gross of any taxes due by law)
Euro 2,603,951

- to the extraordinary reserve Euro 1,650

Consequently, we hereby propose that the above reserves be provided for in the business relating to the non-life classes and that the surplus of the non-life business with respect to the allocations indicated above, amounting to Euro 27,463,113, be allocated to the extraordinary reserve within the sphere of this business.

The Board of Directors also proposes to allocate a total of Euro 70,447,304 to the extraordinary provision for non-life management, of which:

- to the Cattolica Assicurazioni Foundation Euro 3,333,685

- to the entitled shares (so as to be able to assign a dividend to the extent of Euro 0.38506 per share, gross of any taxes due by law)

Euro 67,113,619

With reference to the loss of the life classes amounting to Euro 27,463,113, the Board of Directors proposes coverage by means of the share premium reserve for Euro 27,463,113.

Finally, as a result of realised gains on foreign currency assets during the year, it is proposed that the exchange gain reserve be made available for an amount equal to Euro 309,779, entirely relating to the life business.

If the proposals indicated above are approved by yourselves, the total dividend of €0.40 (€0.01494 ordinary and €0.38506 extraordinary) per share gross of any legal withholdings, may be distributed, owing to current legislation, as from 22 May 2019, with the declaration-of-dividend date on the 20th of said month and record date on 21 May 2019, in compliance with Borsa Italiana's calendar.

THE BOARD OF DIRECTORS"

With the overview of the FY2018 Financial Statements completed, the Chairman invited the Chair of the Board of Statutory Auditors, Giovanni Glisenti, to take the floor on behalf of the entire Board, to present the salient points of the report generated by the same and set forth in the financial-statement binder, as well as to provide information on any requests made under Art. 2408 of the Italian Civil Code.

Remarks by the Chairman of the Board of Statutory Auditors, Giovanni Glisenti

"Thank you, Mr Chairman, and good morning.

In deference to the Bylaws, I would provide an overview of the report to streamline the work of the Annual General Meeting.

I would therefore note the following: in executing the task assigned to us, and taking into account the Code of Conduct for Boards of Statutory Auditors guidelines suggested by the National Council of Qualified Accountants and Accountancy Experts, as well as the instructions provided by the regulatory framework applicable to the work of supervisory bodies, the latter being defined by the combined provisions of the Italian Civil Code (Art. 2429), the Consolidated Law on Financial Intermediation (Legislative Decree no. 58/1998, Art. 153), by Consob (Communique no. 1025564 of 6/4/2011), by IVASS, and additionally by Legislative Decree no. 39/2010 (Art. 19) with respect to the role assigned to the Board of Statutory Auditors as the 'Auditing and Internal Control Committee'.

The activity as performed has therefore been geared toward monitoring compliance with the law and with the Articles of Association, governance, internal-control and bookkeeping system, on the reliability of the latter in presenting the underlying economic substance of the accounting entries.

With respect to the financial statements, the analysis essentially involved its layout, as the final audit was entrusted to the firm Deloitte & Touche. In that respect, we likewise discharged our statutory duty under Legislative Decree no. 39/2010, in our role as Internal Control Committee, acting as a liaison between the Auditing Firm and the Board of Directors, as well as monitoring the financial-disclosure process, the efficiency of the internal-control systems, as well as those for internal auditing and risk management, and the external audits on annual reports and consolidated reports, on the independence of the auditing firm, especially where services other than auditing were provided by the same.

We carried out our function by attending the meetings of corporate bodies, those of the Internal Control and Risks Committee, to which, as a general rule, the entire Board of Statutory Auditors, and other Board committees, as well as through meetings with the heads of various company functions, the auditing firm, and through other targeted inspections.

With that said, I would now provide an overview of the key information delivered in our report.

The Financial Statements submitted to the Annual General Meeting were prepared in accordance with applicable law, including Legislative Decree no. 209/2005, ISVAP Regulation no. 22/2008, as amended by IVASS Provision no. 53/2016, and with Legislative Decree no. 173/1997, as amended to implement Directive 2009/138/EC, Solvency II and EU Accounting Directive 2013/34/EU, as well as with established Italian Accounting Principles.

As far as we are aware, the Directors have not deviated from the legal

provisions relating to the formation of the annual financial statements.
The Cattolica Group's consolidated financial statements have been generated in accordance with applicable international accounting standards (IAS/IFRS), as approved by the European Commission by 31 December 2018, as well as in accordance with any applicable provisions promulgated by IVASS and CONSOB.
Along with these, we submit the Consolidated Non-Financial Disclosure (a/k/a Sustainability Report), mandatory beginning in 2017, with which the Group intends to supply context for understanding business operations and performance, with a specific focus on the company's bottom line, and its impact on the environment, society, employees, and other stakeholders, and the local communities in general.
With respect to the broader supervisory role played by the Board of Statutory Auditors, we note that the Board of Directors operated in compliance with standards of good governance, and the transactions as carried out comply with the law and with the Articles of Association, were neither patently imprudent nor reckless, nor did they present a potential conflict of interest scenario, or run afoul of the resolutions passed by the Annual General Meeting; furthermore, they did they appear to compromise the integrity of company equity. The more significant transactions were, as a general rule, reported to the Board of Statutory Auditors. Amongst these we have noted, in particular, the approval of the 2018-2020 Industrial Plan at the beginning of FY2018, and the adoption of the single-body company-administration system, approved by the Special General Meeting convened in April of 2018, as well as the purchase of the 'VERA' companies pursuant to the partnership agreement executed with BPM bank.
The management report and supplemental notes provide ample detail on the same.
No atypical and/or unusual transactions with third parties, related parties or intercompany were discovered.
In terms of managing related-party or intra-group transactions, which moreover are broken down by type as well as by value in the final documentation, the Company has implemented suitable procedures for the reporting and monitoring on the same. Overall, the Board of Statutory Auditors concurs with the approach adopted by the Company, believing each of the aforementioned transactions to be fair and to accord with the Company's interests.
In its role as Auditing and Internal Control Committee, the Board has monitored the external auditing process, meeting periodically with the External Auditors over the course of the year, and vetting the independence of the same, which independence was further certified by the External Auditors pursuant to Art. 6 of EU Reg. 537/2014, as well as by performing an upstream verification of whether that firm might ethically provide services other than auditing to the company.
No circumstances warranting reporting to the Annual General Meeting arose

during our exchange of information and notices.
With respect to company and Group FY2018 Financial Statements, the auditing firm Deloitte & Touch issued its reports sans findings or disclosure notices, further certifying: the management reports accord with the related financial statements and other information presented in the Report on Corporate Governance and Ownership; the reports themselves conform with all provisions of law applicable to the generation of the same; all Technical Reserves were sufficient.
Furthermore, the auditing company issued a Supplemental Report pursuant to Art. 11 of EU Regulation no. 537/2014 which sets forth the methodology, key elements, and findings of the audit. No significant gaps in the internal-control system with respect to financial disclosures and/or non-compliance (either statutory/regulatory or with respect to the Articles of Association) were found.
Over the course of the financial year, Board of Statutory Auditor operations included a total of 40 meetings, of which 19 were jointly held with the Internal Control and Risks Committee. In addition to the Auditors' collegial participation at Board and Executive Committee Meetings, operations included an ongoing presence on various Board Committees by either the Chairman of the Board of Statutory Auditors or by a deputy of the same.
As described in detail in our Report, the Board of Statutory Auditors:
- provided those opinions contemplated by law, to which the resolutions of the governing body conformed;
- acquired information and provided supervision and monitoring regarding: (i) principles of good governance; (ii) the sufficiency of the Company and Group's organisational infrastructure, observing the evolution and reorganisation process for the same, intended to streamline and to bolster the same, and furthermore with respect to provisions regarding corporate governance introduced with IVASS Regulation no. 38, promulgated in July of 2018; (iii) the sufficiency and proper functioning of the internal-control system in its various forms - last but not least those presided by the Supervisory Board with respect to Model 231/2001 compliance, and corporate criminal liability; (iv) the adoption of regulatory, procedural, and organisational garrisons as required by applicable law. Amongst these, we would cite the most recent and those with the greatest impact: the regulation concerning the processing and circulation of personal data (GDPR) and the rules regarding the distribution of insurance products (IDD); (v) we also provided supervision over compliance with the rules promulgated by Solvency II, including with respect to periodic reporting; (vi) on the administrative-accounting system, as well as on the reliability and capacity of the system to properly present the company and group's underlying economic transactions; (viii) on the financial-disclosure procedure, acknowledging that the company has implemented an ad-hoc risk and internal-control management system related to that process.
And furthermore: (viii) on compliance with the provisions governing the

preparation and publication of the Consolidated Non-Financial Statement pursuant to Legislative Decree no. 254/2016; and (ix) on the implementation of training programmes relating to key operating areas, and geared toward staff, networked agencies, and benefit consultants, as well as to directors and mayors within the Company and within Group companies.

Furthermore, we note that Cattolica: (i) as an issuer pursuant to Art. 114 of Legislative Decree no. 58/1998, has worked to ensure that its subsidiaries discharge all disclosure duties required by law; (ii) subscribes to the Code of Self-Governance promulgated by Borsa Italiana S.p.A., utilising the latter's model for Board Committee organisation. Within that context, we must note that before adopting the new governance model, and with a view toward the imminent election of corporate officers, in January of the present year the Board of Directors formed a Nominations Committee.

We would further note that, in compliance with applicable provisions of law (Code of Self-Governance and IVASS Reg. 38/2018) and with the support of a specialised outsourced company, the Board of Directors implemented a yearly in-house Self Assessment process, and one for vetting the independence of all its members, confirming the overall sufficiency of the same.

The Board of Statutory Directors in turn implemented an analogous process to verify any critical issues regarding the independence of their own members, with negative findings.

In terms of the Report on Remuneration Policies for FY2019, soon to be discussed at today's Meeting, the Board of Statutory Auditors confirms compliance with the regulatory path that led to its formulation.

With respect to other specific corporate-performance aspects discussed in the Report, we would cite the following:

a.- periodic controls carried out on assets allocated to cover technical reserves did not yield any significant findings;

b.- the company's solvency margin with a view toward Solvency II was kept consistent as the financial year ensued;

c.- the company operated in accordance with the policies passed by the Board of Directors with respect to investments, as well as with transactions with derivatives and on complex assets, which, moreover, were kept within contained limits, with a view towards prudential management;

d.- the Performance Report includes information regarding managing complaints, performing inspections, disputes, and special circumstances discovered during the financial year;

e.- the benefits packages utilised by the company, in light of the reports issued by the auditing firm and the Head of the Pension Funds, did not present any critical issues warranting a specific disclosure;

f.- the company's mutual-benefit operations were substantially (as indeed was the case in the past) offered to Members as insurance contracts at preferential rates, as described in the related paragraphs in the Management report and the Supplemental Note.

With that said, the Board of Statutory Auditors is in a position to state that over the course of its supervisory and inspection operations, no significant issues (other than those mentioned) which might be subject to censure, or any omissions or non-conformities such that a report to the authorities would be required, arose.

Therefore, this Board does not find any impediment to the approval of the financial statements as at 31 December 2018, as drawn up by the Board of Directors, and expresses a favourable opinion with regard to the proposal to allocate the profit for the year. The Board also has no objections to the proposal to distribute a further dividend from the extraordinary reserve, taking into account its current balance, and taking into account the fact that the solvency ratios of the Company and the Group would remain absolutely steady, even after the distribution has been made.

With that said on the financial statements, I would move onto the notice regarding reports filed pursuant to Art. 2408 of the Italian Civil Code, to summarise the Board of Statutory Auditors conclusions on the matter.

On 5 February 2019, a new complaint was received by the Board of Statutory Auditors pursuant to Article 2408 of the Italian Civil Code submitted by Ms Claudia Romele, lawyer, of Brescia, who spoke on behalf of the Member, Tavernini Silvestro.

This brought to the attention of the Board of Statutory Auditors the same facts indicated in the previous complaint submitted on 15 March 2018, associated with further requests for information and clarifications, referring, inter alia, to the possible knowledge of penal provisions against unspecified "senior management".

In this regard, the Board, after the relevant examination, acknowledged that: (i) the facts and matters in question have already been subject to verification by the Board and to all related compliance, including measures taken during a shareholders' meeting, with notice thereof provided to IVASS and CONSOB as well; (ii) there are no new facts, and certainly none subject to censure, in relation to said matters, requiring further investigation; (iii) we are not on notice of, nor are we required to be on notice of, of any initiatives taken by the aforementioned Member towards the Company or its representatives; (iv) it is not the responsibility of the supervisory body to respond to clarifications and information, such as those further requested, as the party need instead follow the procedure set by law. The aforementioned notification was sent to Ms Romele as counsel for the party, with a carbon copy to the Supervisory Authorities.

On 5 March last, the Board received a further notice with the subject line: "Report filed pursuant to Art. 2408 of the Italian Civil Code, and contemporaneous informational enquiry", likewise signed by Mr Romele, as attorney retained by Member FINEMA S.R.L. of Minerbo (MS), and signed by the legal representative for the same, Mr Marcello Freddi, the former proprietor of the Manerbio Branch Office of Cattolica Assicurazioni.

With this document, the complainant Shareholder requested the Chairman (of the Board of Directors or, it is unclear, of the Control Body) and the Board of Statutory Auditors to report to the Shareholders' Meeting on the reasons for certain conduct, in addition to information and assessments by said Board pertaining to certain investments made by the Group in terms of securities and real estate and the choices made in terms of reinsurance, specifically with companies, attributable to a Shareholder of the company.

In its report, the Board advised that, pursuant to such formal filing, it launched an audit, reserving the right to submit its findings during the annual general meeting.

At this point, the Board of Statutory Auditors delivered the following conclusions:

Having first determined that that report appears, to a greater or to a lesser extent, to be related to prior reports made under Art. 2408 of the Italian Civil Code as submitted by the same attorney on 15 March 2018 and 5 February 2019 (both of which have received a reply), with respect to the specifically enumerated points on the same (subparts A and B) in which an explanation and/or information is solicited with respect to: (i) suits filed against the Parish of Santi Tommaso e Andrea di Pontevico for the recovery of premiums paid; (ii) petitions filed by the company against customers without formal entries of appearance in the case; (iii) the number and the costs of legal proceedings undertaken on a yearly basis against the clientèle, but dismissed thereafter; (iv) lost profits triggered by customer withdrawal following the collection proceedings filed against them for unpaid premiums, with such customers identified by name in the same; (v) a demand letter for premiums sent to FINEMA S.R.L. for the cancelled policies; (vi) premium amounts not received due to dismissed legal actions, and the shortfall (previously reported by the other member in FY2018) of unpaid premiums; (vii) non-conforming behaviour by the Agency entrusted with the portfolio previously held by the Manerbio Agency regarding liability policy renewals; (viii) the status on investigations launched in that respect by the Supervisory Authority; (ix) action either instituted or foreseen as against the Office responsible for the aforementioned conduct;

the Board of Statutory Auditors found that the facts and circumstances reported *supra*, where not duly set forth in an official demand or suit (as was the case with the purported demand for premium payments as against member FINEMA S.R.L. with respect to the cancelled policies), or previously subject to a reply in an earlier, similar setting, arise from specific anomalies, limited to a specific contingency represented by the temporary bailment of that portfolio to the Manerbio Agency, during the period immediately following the termination of their appointment.

Now, with respect provisions including what has been defined under the "Code of Conduct for the Board of Statutory Directors for Publicly Traded Company" promulgated from the National College of Qualified Accountants and Accountancy Experts, in the opinion of the undersigned Board of Statutory Auditors, none of the inspections conducted, as a general rule,

revealed anything warranting censure with respect to the facts and circumstances set forth therein. Furthermore, where conduct proved legally non-compliant, depending on the source (attributable to the agency's material error) and magnitude of the anomaly, as well as the celerity with which the company remedied the issue, these have not given rise to circumstances that might be construed as prejudicial to company or shareholder interests, in that there was, in point of fact, no material impact from the same.
In terms of the additional requests for disclosures and assessments (subparts C, D, and E of the note) involving: (i) determination and congruence of the consideration paid for the acquisition of the CattRE S.A. stake; (ii) economic and technical reasons for the transaction, as well as the profitability of the same; (iii) the intermediaries engaged by seller MONRIF S.p.A. in the sale of the Royal Carlton hotel in Bologna, purchased by Finanziaria Internazionale Investments Società di Gestione [Management Company] on behalf of the Euripide Fund; (iv) anticipated rate of return on the investment and reconciling the same with the 2018-2020 Industrial Plan; (v) performance of the reinsurance agreements with the Berkshire Hathaway group; (vi) indication of the reinsurance companies subrogated into the Berkshire Hathaway group in certain reinsurance agreements; (vii) potential economic and reputational consequences arising from fewer agreements with that group;
The Board of Statutory Auditors found that these claims were not cognizable under Art. 2408 of the Civil Code. Replies to informational enquiries, and assessments on the foregoing topics is not permitted of the Board of Statutory Auditors as it goes beyond the scope of our authority and - we believe - an overreach of the member's right to information as established by law.
Regardless, the controls performed by the Board of Statutory Auditors on the reported disputes did not yield any circumstance warranting censure.
I thank you for your attention".
Chairman Paolo Bedoni took the floor once again. After thanking the Chairman of the Board of Statutory Auditors, Giovanni Glisenti, for his detailed remarks, moved onto a reading of the salient parts of the Report completed by the Auditing Company Deloitte & Touche, delivered 21 March 2019 under the signature of Vittorio Frigerio, and included in the financial-statement binder:
*" **OPINION***
We have performed an accounting audit of the financial statements for Società Cattolica di Assicurazione - Società Cooperativa (the 'Company'), which included the balance sheet as of 31 December 2018, the profit & loss statement for the financial year ending such date and the supplemental note.
In our opinion, the financial statements for the period truthfully and accurately depict the Company's equity and financial position as of 31 December 2018, and the bottom line for the period ending on such date, as Italian law applicable to the drafting criteria requires. "
OPINION RENDERED PURSUANT TO ART. 14, PARAGRAPH 2, SUBPART E), OF LEGISLATIVE DECREE NO. 39 OF 27 JANUARY

2010, AND PURSUANT TO ART. 123-BIS, PARAGRAPH 4, OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998

The Directors of the Società Cattolica di Assicurazione - Società Cooperativa are responsible for generating a performance report, and a report on corporate governance and ownership for the Società Cattolica di Assicurazione - Società Cooperativa as of 31 December 2018; these in turn must accord with the financial statements for the period, and comply with all statutory and regulatory requirements.

We have carried out those procedures set forth in (SA Italia) Auditing Principle no. 720 B in order to render an opinion on whether the management report, and certain information set forth in the corporate governance and ownership report as required under Art. 123-Bis, Paragraph 4, of Legislative Decree no. 58 (24 February 1998), reconcile with the financial statements for Società Cattolica di Assicurazione - Società Cooperativa for the financial year ending 31 December 2018, as well as their legal compliance. We have also issued a statement on any significant errors found.

In our opinion, the management report, and certain items of information set forth in the corporate governance and ownership report (as cited supra) are consistent with the financial statements for Società Cattolica di Assicurazione - Società Cooperativa as of 31 December 2018, and have been generated in accordance with the law.

With reference to the disclosure required under Art. 14, paragraph 2, subpart e), of Legislative Decree no. 39 of 27 January 2010, predicated on the familiarity and understanding of the company and its context acquired during the audit, we have nothing to report. "

At this point the Chairman, pursuant to the provisions of Consob Communique no. 3558 of 18 April 1996, advised those present that the number of hours spent by the external auditing firm for the accounting audit on Società Cattolica di Assicurazione - Società Cooperativa financial statements, as well as those spent performing periodic controls, totalled 4,600, for a total fee of Euro 405,000.00 net of VAT, supervisory fee, and expenses. The hours spent auditing the consolidated financial statements totalled 3,000, for a total fee of Euro 260,000.00 net of VAT, supervisory fee, and expenses. In terms of other engagements and the consideration for the same granted to the auditing firm, the Chairman advised all Members to review the Supplemental Note, which included the information required under Art. 149-duodecies of the Issuers' Regulation.

The Chairman thereupon turned the floor over to the Chief Executive Officer.

Remarks by CEO, Mr Alberto Minali

"Thank you, Chairman. Good morning everyone. I thank you for the attention you have shown so far and I hope that it will continue for the next thirty minutes of my speech.

My task today during this Meeting is to explain the Group's financial statements, to review the paths taken during 2018, in other words the financial statements you have *been requested to approve, and also to provide some information on the issues, challenges and difficulties that we met, as well as how we overcame them. I would therefore start from the presentation that offers a very concise view of the socio-economic context in which we found ourselves operating with a financial situation that sees at the same time the presence of interest rates at the minimum again, and as you are all aware, this has an important effect on the financial profitability of our Group, but above all, an upward spread due to political uncertainty and deterioration of the scenario. We are still experiencing in 2019, as occurred during all 2018, a strong volatility in financial markets and in an Italian economy which, despite the promises of some, is entering a slow-down stage; a stage in which, however, inflation is still very limited and the efforts of the Central Bank to re-estimate inflation at the European level have not proven to be fully effective.*

In this context, the insurance market in Italy during 2018 had some elements that I would now like to explain to you, as it is in this market context that we have operated. We had a claims frequency in the motor business still declining in the market of over 3%, in our case the claims frequency decreased a little less because already our portfolio had a lower implicit frequency than the rest of the market. Price competition continues, as for six years in a row the average premium of the automotive industry continues to decline, although a slow-down can be seen in some segments of the car market, but price competition remains strong and compared to this price competition Cattolica has equipped itself with a series of services and a series of activities that we have rendered to our customers in such a way as to avoid erosion of the portfolio and margins. In the Non-life business we have seen moderate growth, especially in some areas such as the health and assistance sector. I would like to underline a very important operation, with which we have acquired a significant share in the capital of IMA Assistance - with the option to soar over the years - a company that we have acquired and in which we will concentrate the assistance business line, which instead we used to purchase from some operators.

With regard to the life insurance business line, funding is stable with a decline in Branch III (the famous unit linked products) and for all market operators we have seen a decrease in financial margins. All market operators have moved in a very synchronous way; in other words trying to develop products with which there is less capital absorption, as when faced with slightly decreasing margins, the Italian market insurance companies have tried to reduce capital absorption.

From a distribution channel point of view, things have become more and more difficult, in the sense that customers have shown the need for increasing insurance solutions - I am talking about health cover, supplementary pension schemes for example - but, above all, what can be learnt in our market is the omnichannel concept: the customer enters from any type of channel and we must be ready to respond to the needs of this customer with all the channels available. There is certainly a greater awareness on the part of customers of the risk and quality of the Service. Therefore, with regard to the quality of the Service, Cattolica has worked extremely hard during 2018 to increase it and to be able to offer customers adequate insurance solutions.

Distribution channels are certainly very important in the distribution of the insurance business: the agency world represents Cattolica's distribution network on which we have promoted a whole series of initiatives. The agency world is slightly eroding at the market level, but it certainly remains a very important pillar with regard to the Cattolica Group. During 2018, strong competition also began in the banking distribution channels, with various market solutions and various combinations. As you know, during 2018 we also benefited from the contribution not only of UBI and of the ICCREA world, but also of a new partnership with Banco BPM.

The regulatory context is difficult: the challenge we face today is that of not being subjected to this growing regulation, but of being able to grasp opportunities in this phenomenon. There is certainly a great deal of emphasis, on the part of supervisory authorities, on the management of capital, and on distribution issues and then, as you know, the fact that in a few years, the new accounting standards, IFRS 9 and 17, will come into force. This will upset the way we go about drawing up our financial statements but above all the representation of business and the representation of performance: it will truly be a Copernican revolution.

In this context, I believe that the results we are proposing during this Meeting are truly excellent. They are the result of the work of almost 1,700 employees of Cattolica, of our agency forces in the area and of our banking distributors. On behalf of the Chairman and also personally I would like to thank all those who have worked well in 2018 to achieve these results.

As you can see from the slide, total direct business premiums grew by 15%. I would like to highlight, however, that this growth has occurred in practically all business lines, both in the non-life and life insurance business lines: 4.4% in the Non-Life business line, 23% in the life insurance business line. In the Non-Life business line we also had a decrease in the combined ratio, which is the indicator that measures the performance of this business segment, which fell from 94.7 to 93.4% I always underline this for both your peace of mind and mine: always with the same invariance in terms of reservation policy and, therefore, of extreme prudence in the allocation of reserves as claims are gradually notified to the Company.

The above figures, premiums and combined ratio have become our operating results. You may well remember that in January 2018 we submitted our business plan and the indicators with which we assumed the commitment in respect of the market, the performance indicators, are not premiums but, rather, value indicators. The operating results have grown well beyond our expectations, from Euro 206 to 292 million during 2018; as you all know already in 2019 we have the goal of exceeding Euro 300 million and I can already say that this new year it seems likely that we will achieve this goal.

The operating results are the most important metric with which the earnings capacity of an insurance company is measured. The operating results then lead - through a whole series of accounting steps - to the group result which this year stand at Euro 107 million. The comparison with the previous year is not immediate, as the previous year had been burdened by some write-downs and some "clean-ups" of the financial *statements and therefore the above results of Euro 107 million are not immediately comparable with those of last year; operating results aside, the net profits are going in the direction we are hoping for: they are both higher to the budgets we had submitted and that had been approved by our Board of Directors.*

The Solvency II Ratio stands at 171%. We have recently updated our capital estimate, which will be approved in a few weeks to take into account a particular element of prudence within a business segment for our group, for which the figure of 171% which is the Group Solvency II Ratio once the dividend proposal has been taken into account, is one percentage point lower than the one we had submitted in the 2018 draft financial statements: this is a slight change dictated by further prudence.

At this point, I would like to remind you that today we are submitting a photograph of the Group's profitability at a consolidated level, but as you heard in the previous presentation, the statutory profit is of Euro 3.6 million and here a very important decision that we made must be underlined, which was not to use the law decree envisaged and implemented by our Government that would have allowed us to sterilise the impact of latent capital losses on the bond portfolio on the 2018 Accounts. The way in which we "record" the financial statements then determines the results of the financial statements. In fact, while in the Consolidated Financial Statements any capital losses on the securities portfolio deriving from the widening of the BTP / Bund spread must be recorded in a specific capital reserve referred to as the "AFS reserve" and have no impact on the consolidated profit and loss account, in the Accounts which follows local regulations, these capital losses are directly transferred to the profit and loss account.

If we had therefore adopted the neutralisation decree (Note: in Italy known as the "Decreto di sterilizzazione")- we have not done so I say to you for maximum transparency of the financial statements and, above all, knowing that the meeting would have understood this transition - we would have closed with profits according to the provisions of civil law of over Euro 80 million, to show that the Group's strength is there, its earnings capacity is untouched and only the way in which it represents the profits according to the provisions of civil law determines the final results. It is a sort of lens effect that makes us see reality differently depending on the observation lens we use.

Therefore, the dividends per share we are proposing, and these dividends will be financed by making use of accumulated capital reserves - reserves that however will be amended over time - are dividends of 40 cents per share; this amount is up by 14% compared to last year's dividends. We think this is a fair return on the capital that as shareholders you have invested in this company and, as you know, the growth path of our dividends is a positive growth path, but I stress this sustainable "but". The combined provisions of the dividends proposal, the group's income capacity and the level of solvency make me say, with a certain sense of pride in front of my shareholders, that the company is healthy, solid and has the capacity to generate income. Therefore, it is able to distribute dividends. Going with a little more detail than the above figures, I would also like to tell you that they are the result of a series *of prudential provisions that we made during 2018: we had to set aside funds for the value added tax on co-insurances to due to a recent ruling by the Court of Cassation, we had to set aside reserves for dormant policies and we did not benefit from any positive fiscal impact during 2018.*

So, looking at these figures and keeping in mind the way in which we have prudently set amounts aside, I can confirm that they are really very good.

Going into further depth and beginning with the non-life business line, I would like to point out that the growth of the non-life business line in all channels, excluding the last banking joint venture, is of 1.3%.

As you know, we aim to rebalance the portfolio from the Motor business line to Non-Motor, so it's nice to see that the Non-Motor business line grows by 2.3% compared to a 0.4% growth in the Motor business line as this rebalancing of our portfolio in respect of the Non-Motor business line is also a guarantee of keeping future margins. If we were to add the contribution of the last banking joint venture, the figures would be even stronger: 8.8% compared to 0.8%.

However, I would like to highlight the importance of the work carried out by the agency channel which is a channel that despite what is sometimes heard being said around the market is very important to me as most of the Non-Life business and most of the operating results of the Non-life business are linked to the activities of the 1,500 agents of Cattolica Agents and TUA who work in the area every day.

These are significant points of our geographical presence, we must continually strengthen them as one of my concerns is for our agencies in the future, which are smaller than the average of the market, to be able to obtain commission volumes capable of making them resist market competition and above all to make them grow.

Therefore, the importance of the agency channel is a fundamental element for the success of Cattolica Group's business plan.

As for the distribution of premiums, you can see in the slide at the top right that about 46% of our business is linked to the world of mandatory third-party motor liability (TPL, from its Italian initials), but you know that important new elements are coming to the market: car sharing, carpooling, price decrease, competition, will make it increasingly important for our group to be more balanced in respect of the Non-Life business, as the Motor business will be an extremely difficult business in the future, extremely competitive and probably with a decrease in margins.

I would move on to an analysis of the technical results and here I would like to inform you of three important facts.

As you can see, the combined ratio, which is a summary indicator of profitability, can be divided into two components: the claims ratio, i.e. the claims rate, and the ratio between claims and premiums, or claims reported and reserved with respect to earned premiums and the expense ratio.

As you can see, the expense rate has a slightly different dynamic than the claims ratio, however, it grows less than the improvement of the claims ratio, for two reasons: the expense ratio of your company grows, as in 2018 we made significant investments: it is a slow and continuous sowing process that we are carrying out because we know that one day we will reap what we've sown. We have sown in the world of assistance, in the world of sophistication of products, we have launched *new related products, we have created databases that take into account all customer information and all these investment operations were expensed during the course of 2018 as - I confess - time is short and we must use it well. Therefore 2018 was a year with a very high design density in our group, which has meant that all colleagues, all colleagues who work for Cattolica were highly involved in a solid project design activity as the results of what we sowed in 2018, and in part also of what we continue to sow this year, will then be what we can bring to this Meeting in the coming years.*

So, the expense ratio goes from 6.9% to 7.7% and this is linked to the investments we are making. There is also an increase in the commission rate, due to the shift of the business from the Motor industry, which is supplied in a standard way, and in a relatively low manner in the market, to the Non-Motor business which has required incentive commission structures to attract this business.

As for the Motor business - which is now certainly a mature business within the Cattolica Group, and whose importance is linked to the fact that over the next few years it could be subjected to additional forms of pressure - it is represented by the aforementioned those two indicators. Unlike the market which has had an average premium declining by 0.5%, we have succeeded, as a result of the joint work of technicians of Cattolica and our agency networks, to carry out a policy of slight upward revision of prices.

What you see, this plus 1.3%, may seem small, but on an average policy of Euro 300 it means roughly Euro 4 in terms of growth; this may seem little - but if you compare it to the million policies we have in our portfolio that generate hundreds of thousands of claims that generate reserves - the growth of the average premium is a guarantee that our underwriting policy, on the one hand, and our reserves policy on the other, are prudent, healthy and stable, and these a very important results.

It is clear that slightly increasing the car premium by 1.3% -and this is not an increase due to Tremonti's policies that is made on all business segments, but is differentiated according to the areas, risk categories, and also linked to the our business strategy - we lost about 1% of the portfolio but the work we are doing - in a few weeks the new automotive rates will be released - this is a task with which we would like to shift the pricing of the Motor business from a less glamorous price tag to an increasingly glamorous price tag based on the driving style of the vehicle driver and our policyholder. Thus, we are also making big investments in terms of pricing, models, IT systems, in order to be increasingly able to properly price the insurance risk of the mandatory third-party motor liability (RC, from its Italian initials or "TPL").

As I said at the beginning of my speech, the claims frequency of Cattolica's portfolio is very low, 4.8%, lower than that of the market which is around 6.2% and 6.3%. The market has improved more than what we have improved, but we were already lower than the market and this, it must be said, is linked to the choice made in the past prior to my arrival, so we must acknowledge good choices made by those who preceded us, to position the car portfolio in small urban centres, within provinces, where our agent knows customers better and therefore the portfolio is intrinsically less risky and actually with a lower average premium than that of the market.

I would like to move on now to discuss the Life insurance business line. The Life insurance business grew by 23.2% in all joint ventures, including that of Banco Popolare. If we were to remove it, we would have a 7% decrease in our life insurance business, four points of this 7% are linked to the lack of production within Popolare from Vicenza, which as you know has closed the distribution taps following the Bank's events, and therefore we can say that roughly our life insurance business is stable, if we do not take into account the new joint venture, and showing a strong growth if we do consider this joint venture.

The so-called related products, therefore the unit linked, those in which there is a low absorption of capital, have increased but frankly not in the way I would have liked: they have increased from 19.1% to 20.7% and we have a higher goal in our business plan to increasingly rebalance our portfolio in respect of third-party products, i.e. those in which there is a low capital absorption, there are no capital guarantees, except in very limited cases, and are well-performing products for the company.

The Group's asset allocation is very important because the way in which we make investments does not respond to a speculative criterion but to a fiduciary criterion. This is your money and the money of our policyholders, which we must always invest with the highest level of prudence, and I can confirm that even during 2018 the Group's portfolio has maintained an intrinsic level of prudence and attention to risk variables: the larger part of our investments were made in government bonds. During 2018 we continued the gradual decrease in exposure in respect of BTP, not because we do not believe in this country, but due to the spread effect which could have had a great impact on the Group's solvency. We are trying to shift towards other government bonds (Spain for example), diversifying our investment volume with a strong preference for real estate investments that have a low level of risk and high profitability, if calculated and compared to the risk.

Very important are the two messages of the slide on the right side: the difference that exists between returns, the average of returns of our separate life segment management, around 3% - in some cases I must tell you even better than the market, attesting to the good work done over the years and during the course of 2018 - and the average level of cover. There is a difference of more than two percentage points within the Cattolica Life insurance accounts, which certainly shelters us from any possible risk that cover might bite returns or may affect the capital.

Progressively it will be more and more like this: the average cover of the portfolio, projected in the coming years, will tend to go down, as the new production will have lower average cover levels.

Also important are the results we obtained on the re-investment of the bond component, which went from 1.28% to 1.78%: we were tactical during 2018, due to the enlargement and the decrease of the spread- as you know very well you too - allowed the Group to take tactical positions, I repeat, not speculative, but tactical, which allowed us to sustain financial income. Knowing that the function of investing in an insurance company is not speculative, but is in support of the insurance business, these are truly excellent results.

We have been able to make all these things a reality due to a very intense - and I stress - very intense activity that we have carried out with regard to the organisational structure of our company, whose reference point lies in human capital. We have spent a lot of time, a lot of work and many sessions, even meetings of the Board of Directors, to discuss how we can improve, strengthen and encourage Cattolica's human capital. You know that we are an insurance company, we have no facilities, we do not have indefensible products, we have no copyright, we have human capital and this is where we have worked hard over the course of 2018. Before you, I wanted to list the most important decisions we have made in terms of organisation, human resources, remuneration and internal relations. I will only mention one per each session, as otherwise we risk going on for too long. I would like to say that during the course of 2018 we have completed the upgrading of all processes and the mapping of production processes. Why is this important? Because if we want to achieve the simplification of our business model we must know the what the production processes are; we have mapped them at 100% and now we know on which parts of the production processes we need to tweak to affect forms of automation, robotisation, efficiency to improve our operational capacity to produce business; the world of people: a new managerial team, which merged very well with the existing managerial team and above all the creation of an internal Cattolica employment market, thus we transferred many employees from some positions to others spontaneously and quickly.

We then added a new incentive system, so each employee of your company has a goal sheet, which is a tab made up of two sections: a performance goals sheet, which are absolutely important, and a behavioural goals sheet, because we need people who work well, in a unitary and cohesive manner within the group.

All these goals together, which we have deployed from the Board of Directors to the Chief Executive Officer, from the Chief Executive Officer to his first lines and then - as the poet said - "down to the branches" to the last collaborator of the group, allow to have a very strong alignment of goals within the company". We have pursued the concept of smart working in a decisive manner, so that, for the moment, over 700 people from 1700 belonging to the Cattolica group, can work two days from home, reducing employment costs and work times. It is clear that these systems work if and to the extent that colleagues do not take advantage of them but, I can state that it is no surprise that the smart working model in Cattolica works very well, the levels of production and productivity have been monitored and the terms smart working have been understood by colleagues. In this way we have also allowed to rebalance the quality of working life, of personal life, providing colleagues with the possibility to carry out their work from home while being connected to company systems.

Lastly: training, we are pursuing the idea of our Academy, of one of our schools, within the Cattolica group, as we need training, both specialist and managerial, precisely because of the challenges we must face in the coming years. Clearly all this has also been reflected in the perception that the market and the community of investors and the community in general, have of Cattolica: it seems to me that I can say that this is quite evident as Cattolica is well present in the media, in the various

areas of the community in which it operates. The work - as you can see in this slide on media, on the brand and on the site really gave a great boost: we had 25% more articles on Cattolica than in 2017, about 595 million media contacts and these are very important elements which attest to a renewed community interest in Cattolica.
The new "Pronti alla vita" institutional campaign, which we built not just from a product campaign but from a value campaign that will then be associated with a product campaign, runs in print and on TV; we reviewed the website completely, I must remind you that Cattolica's website is our front door, those who want to know something about Cattolica will firstly visit our website; Cattolica's website is a beautiful showcase, well managed, well organised, which has allowed Cattolica also to recover many places in the assessment made by the Lundquist company during 2018: Cattolica is one of the best climbers, the best climber is the company that during the year has recovered more positions than where they were, and we have recovered 95 positions.
The subject of communications is highly important and is extremely important to me. We have worked a lot on CSR corporate social responsibility, we have created a document that is the consolidated non-financial statements, which I would ask you to read maybe at the end of this Meeting in the coming days, as this document tells in a very lovely way, making use of an eloquent and beautiful Italian language, the story of everything that we have done and all that remains to be done in this area.
Well what about securities, how are we doing here? We are doing great in securities. If we look at the changes since the end of last year, Cattolica's stock has formed more than 24.3%, we beat the Ftse Mib Index by almost six points, we beat the segment of insurance securities by more than 7 points. It is clear that we had a wonderful stock exchange trend but this stock market trend did not just fall from the sky, but is the result of the work deriving from the operating results that I tried to explain before.
Investor relation activities must also be mentioned: we have done eight roadshows and five conferences around the world, we have met over 140 investment cases, an important investment company has begun to make its own analysis on Cattolica's stock, also increasing investment flows and the stock has a good average volume: these are figures that show the quality of the work done.
If we succeed in bringing forward 2019 as we would like to do and as we are all committed to doing, in 2019 we will have further growth in operating income, a further strengthening of our market positioning and I am convinced that the markets, although not perfect, will serve as good evidence of this work also with a future appreciation for securities due to the goals we have - and I speak on behalf of all colleagues here on the podium and also of those who work for Cattolica (the 1,700 Cattolica employees) - our goal is that of sustainable growth of this group so that it is capable of being a strong player in the community in which it operates and able to remunerate the capital that as shareholders you have invested.
I thank you for your patience and give the floor to our director. Thank you."
Chairman Paolo Bedoni once again took the floor. Before continuing with the agenda items, the Chairman greeted BCC di Verona Chairman Flavio Piva, BCC di Verona General Manager Valentino Trainotti, Cereabanca Chairman

Luca Mastena, Veronafiere Chairman Maurizio Danese, Veronafiere General Manager Giovanni Mantovani, "Catullo" Airport Chairman and Chairman of Confcommercio Verona Paolo Arena, Chairman of Apindustria Renato Della Bella, who had arrived to take part in the Annual General Meeting.
The Chairman noted that as of 11:24 a.m. a total of 2,652 Members were in attendance (either in person or by proxy); with a view towards ensuring the greatest possible transparency in voting operations, and allowing the members to arrange their participation in the Annual General Meeting, and in accordance with the provisions of the Annual General Meeting Bylaws, as well as in light of the fact that only a single list has been presented, and that candidate information had been duly published and made available, opened voting on the members of the Board of Directors and the Management Control Committee, as well as for the members of the Board of Arbitrators, voting that would close, subject to further considerations, once thirty (30) minutes had elapsed from the end of discussion on Agenda items.
The Chairman noted to all Members that voting at that moment was not a requirement but rather an option available to Members such as those not intending to remain until the close of operations, or those with a prior engagement not allowing them to remain until the end of the Meeting. Those wishing to wait to vote might remain seated.
Second and Third Items on the Agenda
The Chairman (with notice on the decision having been duly given) presented the second and third items on the Agenda jointly, as one item:
"Decisions relating to the remuneration policies, in compliance with the legislative and Articles of Association provisions in force".
and
"Remuneration plans based on financial instruments.
The Chairman:
i) advised those present:
- the Board of Directors, pursuant to IVASS Regulation no. 38 of 3 July 2018, and CONSOB Resolution no. 18049 of 23 December 2011, which served to amend the Issuers' Regulation in execution of the provisions of Art. 123-ter of the Consolidated Law on Financial Intermediation, having obtained an opinion from the Remuneration Committee, approved the document bearing the proposal for a Report on Group and Cattolica Remuneration Policies for FY2019, along with a Report on the application of the FY2018 Remuneration Policy, made available to the Members beginning on 22 March 2019, as contemplated under applicable law;

- the Report was submitted to the Annual General Meeting pursuant to IVASS Regulation no. 38, Art. 59, paragraph 2, and Art. 93, paragraph 6 as cited *supra*, and pursuant to Art. 123-ter of the Consolidated Law on Financial Intermediation;
ii) advised that the approval would not, however, involve Section no. 3 and its annexes, as they were strictly informational in nature;

iii) underscored that the informational disclosure relating to the Remuneration plans based on financial instruments, generated by the Board of Directors pursuant to Art. 84-bis of Consob Regulation no. 11971 of 14 May 1999 and Figure 7 in Annex 3A of the implementing regulation for the Consolidated Law on Financial Intermediation, would be understood as an integral part of the Report on remuneration policies insofar as it illustrated and delineated - in detail - the terms and conditions of the long-term incentive plan contemplated in the remuneration policies.
Given the complexity and detail of the Report on Remuneration plans based on financial instruments, and as duly advised upon the meeting's being called to order, the Chairman advised those present that such reports would be deemed read, which determination was in part justified by the fact that the documentation had been duly made available as required by law, and moreover as this determination would allow more time for debate.
iv) advised all those present that along with the document relating to the Remuneration Policies, the following would be provided to the Annual General Meeting:
- an illustration of the general guidelines, reasons, and objectives sought through the remuneration policy, and thus the variable-compensation components represented by the short-term incentivisation program, known as "management by objectives" or "MBO", and by the long-term incentivisation plan, the latter of which (as noted supra) is described in detail in the informational document on Remuneration plans based on financial instruments;
- information relating to the decision-making utilised to set the remuneration policy, as well as the parties and persons involved;
- a notice regarding the implementation of compensation policies for the immediate past financial year, in its various components;
v) further advised that the Key Functions - Internal Audit, Compliance and Risk Management - had provided their evidence regarding inspections conducted pursuant to Art. 58 of IVASS Regulation no. 38/2018, on the following items, respectively: (i) proper application of the Policy based on strategy set by the Board; (ii) compliance with the law, Articles of Association, and the Code of Ethics, as well as with other standards applicable to the company, in order to prevent and to mitigate any legal and reputational risks; (iii) reconciling the Policy with the company's risk tolerance;
vi) reported that there were no critical findings from such audits, nor any situations prompting specific decisions or further modifications to the text of the Policy itself;
vii) noted, in conclusion, that as the Report on remuneration and the Remuneration plans based on financial instruments were also generated with the intent of building synergy with the 2018-2020 Industrial Plan presented to the market on 29 January 2018, a relatively higher variable-component percentage with respect to fixed compensation was contemplated, along with

higher and more challenging threshold levels for the pursuit of company objectives.
At this point the Chairman kindly asked the Members heading to the voting stations to do so silently to allow the work of the Annual General Meeting to proceed, so that everyone might participate in the discussion and follow the debate.
Fourth Item on the Agenda
Once discussion on the previous points was complete, the Chairman moved on to discussing the fourth point on the Agenda:
"Authorisation to purchase and transfer treasury shares in accordance with the law. Related and ensuing resolutions".
The Chairman:
i) noted that, pursuant to applicable provisions of law, the Members' Annual General Meeting of 12 April 2012 authorised transactions on treasury shares, which authorisation was then renewed at a succession of Annual General Meetings thereafter and finally as part of the Members' Annual General Meeting of 28 April 2018;
ii) moved, as a consequence, that the Members might authorise (within the limits and in the matter to be specified) the purchase and transfer of treasury shares - including those already held in the portfolio - according to the following terms and conditions, so as to supersede the authorisation passed by the Members Annual General Meeting of 28 April 2018 for the remaining period.
iii) advised those present that the motion on that particular Agenda item, and the related Board report, had been duly made available as required by law.
The Chairman then proceeded, as forecasted during the Meeting's call-to-order, to read the motion on the floor, to allow the proper time and space for discussion on the same.
"The Members' Annual General Meeting
· *having reviewed the motion by the Board of Directors;*
· *cognizant of the applicable provisions of law and the Articles of Association;*
· *aware that, as of today's date (which the Chairman notes as the date the report on treasury shares was generated, that is, 7 March 2019), company holds 7,036,907 treasury shares, equal to a 4.04% stake in share capital, and that the negative reserve for treasury shares in the portfolio totals Euro 49,927,076, whereas no company subsidiaries presently hold any company shares; herewith*

RESOLVES

to authorise the Board of Directors to purchase and/or transfer ordinary treasury shares in accordance with applicable provisions of law and the Articles of Association, for a period of eighteen (18) months following the Resolution being passed by the Annual General Meeting, in the manner described infra, which Resolution shall serve to supersede the 28 April 2018 Annual General Meeting authorisation to purchase and/or transfer treasury *shares, subject to any action effectuated or performed as a consequence of the same.*

The launch of operations, or the tolling and/or termination thereof, shall be resolved by the Board of Directors as all then-applicable laws, rules, regulations, or Article provisions permit.

I) Purchase of treasury shares

a) The purchase may be made with funds to the extent available within company reserves, up until the maximum number of shares permitted by applicable legislative provisions, and therefore up to 20% of Company's pro-tempore share capital, whilst taking into account the treasury stock held by the same and by its subsidiaries.

b) Purchase transactions may be made available at any time within eighteen (18) months from the date of the instant resolution;

c) The share purchase price may not be less than 20% on the lower end, nor more than 20% on the higher end with respect to the official share price of the Cattolica shares registered of Borsa Italia S.p.A. during the trading session immediately prior to each individual transaction;

d) Purchases and sales - the latter when carried out on the market - shall not exceed 25% of the average volume of shares traded on Borsa Italiana S.p.A., with the average volume calculated based on the trading during the 20 trading days prior to the date of each individual purchase;

e) The purchases shall be carried out in accordance with applicable legislative provisions, and especially with regard to the methods contemplated under Art. 144-bis, paragraphs 1 and 1-bis of the Issuers Regulation.

f) The accounting treatment of the purchase transactions shall take place in accordance with applicable provisions of statute, regulation, or of the Articles, as well as applicable accounting principles. In case of conveyance, the consideration may be re-utilised for further purchases, until the expiry of the Annual General Meeting's authorisation period, subject to quantitative and expense limits, as well as conditions set by the Assembly.

II) Trading and sales of treasury stock

a) Shares that are purchased in execution of Annual General Meeting resolutions, or already available to Company, may become the object of purchase and disposal deeds; thus, they may be conveyed even before having exhausted the quantity of purchases subject to the present authorisation request, in one or more transactions, without any time limits, in the matter deemed most convenient in light of the reasons expressed in the Board of Directors Report and in Company's interest;

b) Conveyances of treasury stock may be made in one or more transactions, including before having exhausted the maximum quantity of treasury stock that might be purchased. Conveyances may take place in the manner and in the times deemed most opportune in the Company's interest, through any means convenient to the purposes pursued, subject in any case to compliance with applicable law".

With the reading of the motion completed, Chairman Paolo Bedoni invited the Chairman of the Board of Statutory Auditors to take the floor, to present the Board of Statutory Auditors' views on the motion.

Remarks by the Chairman of the Board of Statutory Auditors, Giovanni Glisenti

"Thank you, Mr Chairman

As the Board of Statutory Auditors, we have reviewed the motion to renew the authorisation for the purchase and transfer of treasury shares as presented by the Chairman, and as submitted for your approval. We find the motion as presented to accord with applicable provisions of law; moreover, we find the motion to provide the Annual General Meeting sufficient information to make an informed decision on the same.

On the merits, we have neither comments nor objections, as nothing therein conflicts with any applicable provisions of law and/or the current Articles of Association. Thus, we find no impediment to the motion, as presented by the Chairman of the Board of Directors, being approved. Thank you."

Taking the floor once again, Chairman Paolo Bedoni thanked the Chairman of the Board of Statutory Auditors, and moved on to the:

Fifth Item on the Agenda

"Election of the Board of Directors and the Management and Control Committee. "

The Chairman reminded those present, as first noted during the Meeting's call to order, that the instant Annual General Meeting would include the election of the Board of Directors and the Management Control Committee, in their entirety 2019-2020, pursuant to a vote on the slate as permitted under the Articles of Association, incorporated fully by reference herein.

The Chairman:

i) advised those present that one (1) list had been submitted by the Board of Directors to company's registered office by the deadline pursuant to Art. 32.3 of the Articles of Association, and duly filed with company's registered office on 18 March last. Section I of the list included the Board of Directors candidate slate, and Section II included the Management Control Committee candidate slate, as follows:

Section I:

1. Paolo Bedoni, born in Oppeano (VR) on 19.12.1955;
2. Alberto Minali, born in Verona (VR) on 24.08.1965;
3. Barbara Blasevich, born in Mantua (MN) on 21.09.1966;
4. Piergiuseppe Caldana, born in Brescia (BS) on 20.07.1963;
5. Bettina Campedelli, born in Verona (VR) on 28.03.1962;
6. Luigi Castelletti, born in Ferrara di Monte Baldo (VR) on 19.04.1955;
7. Chiara de' Stefani, born in Padua (PD) on 23.02.1965;
8. Rosella Giacometti, born in Rome (RM) on 18.09.1965;
9. Alessandro Lai, born in Mantua (MN) on 10.01.1960;
10. Carlo Napoleoni, born in Rome (RM) on 13.08.1967;
11. Aldo Poli, born in Pavia (PV) on 24.03.1942;

12. Pierantonio Riello, born in Venice (VE) on 31.10.1959;
13. Anna Strazzera, born in Bologna (BO) on 04.03.1959;
14. Eugenio Vanda, born in Messina (ME) on 11.07.1967;

Section II

1. Giovanni Glisenti, born in Milan (MI) on 04.09.1956;
2. Cesare Brena, born in Verona (VR) on 11.01.1965;
3. Federica Bonato, born in Conegliano (TV) on 25.11.1955.

ii) further advised that on 22 March 2019, publication was made as required under Art. 144-octies of the Issuers' Regulation.

iii) thereupon cited the documentation made available through company's registered office, on company's website, and through the authorised "eMarket-Storage" cloud for the candidates' personal and professional biographies, including their meeting the criteria on independence;

iv) further noted that the candidates had all certified, under penalty of perjury, that they met the professional, character, and independence criteria required under applicable law and under the company's Articles to join the Board of Directors and the Management Control Committee at Cattolica, which criteria would be vetted in accordance with the law if and when such person were elected;

v) noted that such candidates had presented in accordance with Art. 2409-septiesdecies of the Italian Civil Code, the list of positions held within the company;

vi) advised those present that a copy of such documentation was available through the Secretariats for any Member wishing to consult them.

<u>Sixth Item on the Agenda</u>

The Chairman then moved on to discussing the sixth point on the Agenda:

"Resolution for FY2019-2021 of remuneration for members of the Board of Directors, and the Management and Control Committee, as well as the attendance allowance"

The Chairman reminded those present that pursuant to Art. 23.2, subpart (c), of the Articles, a motion would need to be considered regarding compensation for the Board of Directors and the Management Control Committee, as well as the attendance allowance, for the 2019-2021 period; thereupon the Chairman read the motion as submitted by the Board of Directors:

"The Board of Directors, cognizant of all applicable provisions of law and the company's Articles of Association regarding compensation of the Board of Directors and the Management Control Committee, as well as the evaluations made by the Remuneration Committee, given the functions performed - including with respect to the new single-body company-administration and control system - as well as the size of the Group and all attendant duties and responsibilities, as reflected in market data for comparable companies, moves to resolve, pursuant to Art. 23.2, paragraph (c) and 39, and without prejudice to Art. 39.3 of the Articles of Association, for FY2019-FY2021 inclusive, and thus for their entire term, the following emoluments:

· on an annual basis, Euro 980,000.00 as a global payment for 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 compensation 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 as an attendance allowance for each meeting of the corporate bodies as defined under Art. 39.4 of the Articles.
Reimbursement of expenses incurred in the exercise of one's official duties shall be in addition to the fees listed supra.
The Chairman:
i) - reminded those present that for special offices, compensation is set pursuant to Art. 2389 of the Italian Civil Code and Art. 39.3 of the Articles of Association;
ii) - found the motion to accord with remuneration policies as delineated under the immediately preceding Agenda Item.

Seventh Item on the Agenda

The Chairman then moved on to discussing the seventh point on the Agenda:
"Appointment of the Board of Arbitrators"
The Chairman:
i) reminded those present that, with the approval of the FY2018 financial statements, the term for the Board of Auditors elected at the Annual General Meeting of 16 April 2016 would likewise expire;
ii) reminded those present that pursuant to Art. 52 of the Articles of Association, the Board of Auditors must include three (3) members and (2) substitutes.
iii) advised those present, therefore, that the instant Annual General Meeting would include electing a Board of Auditors for a new term, by voting on the slate of candidates as permitted under the Articles of Association, fully incorporated by reference herein.
To that end, the Chairman advised those present that a single list had been duly submitted by the Board of Directors to company's registered office by the deadline pursuant to Art. 52 of the Articles of Association; for details on the candidate proposals, Members would kindly view the information made available as required by law, further noting that a copy of such documentation would be available with the Secretariat General for those Members wishing to consult it.
The candidate slate was as follows:

Arbitrators

1) Pietro Clementi, born in Verona (VR) on 09 February 1934;
2) Antonino Galice, born in Seren del Grappa (BL) on 15 June 1931;
3) Flavio Gnecchi, born in Brescia (BS) on 15 March 1956.

Substitute Auditors

4) Sergio Caneparo, born in Biella (BI) on 17 October 1947;
5) Alberto Castagnetti, born in Alessandria (AL) on 11 July 1964.

At this point, the Chairman thanked the outgoing Board of Directors, with whom he shared the first term in the history of Cattolica, one that had seen major decision making, and the foundation for further company development being laid, as well as the paradigm shift to a single-body administrative system most suited to a cooperative company, and opening the door to equity members, whose investment has made both growth and a competitive presence in the marketplace possible. The Chairman thanked the following directors in particular: Paola Grossi, Lisa Ferrarini, Paola Ferroli, Nerino Chemello, Giovanni Maccagnani, Luigi Mion, Angelo Nardi, Pilade Riello Manfredo Turchetti who would be exiting the Board at the instant Annual General Meeting;

Commemorated attorney Luigi Baraggia who passed away the prior August, and who had been a leading figure within Cattolica, a man who loved the company and for whom - the Chairman said - words sufficient to thank him failed him.

The Chairman:

i) advised that as of 11:48, 2,783 Members (either in person or by proxy) were in attendance and, as forecasted during the introductory phase of the instant Annual General Meeting, moved on to a joint discussion of the first four agenda items;

ii) thereupon closed registrations for speakers on the first four Agenda Items involving the financial statements, compensation policies, remuneration plans, and treasury shares;

iii) reminded those present, as announced, of the time limit for such participation, with Members kindly requested to keep their remarks to three (3) minutes;

iv) further advised the guests and other invited persons that they would not be permitted to sign up to speak;

v) advised those present that eight (8) Members had signed up to speak.

Chairman Paolo Bedoni thereupon invited Member Giovanni Mello to take the floor, who was appearing on his own behalf and that of Lia Pederiva, notifying Member Roberto Soldati that he would next have the opportunity to be heard.

<u>Remarks by Member Giovanni Mello</u>

“Good morning. I would like to speak to you about the Ca' Tron Campus Real Estate Fund. I did not find any set-asides in the financial statements for this investment. A little background: in February 2017 the Fund was created with 101 million in assets to build a campus at Ca’ Tron to serve H Farm; 56% from us, 40% Cassa Depositi e Prestiti [Savings and Loan] and 4% Ca' Tron Real Estate.

Ca' Tron Real Estate, held by the H Farm founders, sold the fund real estate valued at 32 million. I reviewed the FY2016 financial statements for Ca’ Tron Real Estate. They reflected 3.5 million in equity and a series of real estate in leasing.

Total cost of the assets in leasing: 18.6 million for the real property, and

another Euro 900,000 approximately in furniture and décor.
Wondering how these numbers might add up to 32 million, I searched for the FY2017 financial statements to see whether there were any other conveyances, and the profit arising from their sale to the fund, but these were not available through the Chamber of Commerce. I requested the company itself via email, but I did not receive an answer.
Regardless, I am sure that, given the economic crisis that buffeted the Italian real estate market in 2017, aggravated - with respect to the Veneto region - by the well-known incidents with the two Popolari [banks] - the Fund would have bought this property at fire-sale prices, at a steal. I am certain of this, but I did not find any documentation to prove it. Anyone, with a minimum of common sense, would have understood that securing the permit to build a giant campus for 3000 people, at a location situated two metres below sea level, kept dry by drainage pumps, and with the risk of catastrophic flooding, was simply out of reach: and indeed, there's a total freeze on permitting with the Region.
It begs the question, Mr Chairman, where was your common sense when you approved this transaction? The latest word is that to get the green-light from the Region, as proposed by Donadon, it will be necessary to raise the ground level by two metres. What that would cost, and what that would look like, I cannot begin to fathom.
For argument’s sake, let’s say the Campus is finished. With a 100-million investment, can one truly expect a 7% profitability, and therefore rents of at least 7 million per year on the part of H Farm? And for that matter, who is this “H Farm”? H Farm went onto the stock exchange [Borsa] in 2015 as an incubator for start-ups, with the ambition of finding the next Google or Microsoft. Well, the past few years have scarcely yielded positive results. The FY2018 financial statements reflect a production value of 61 million, a loss of nearly 5 million, and a net equity of 21 million.
Of course, now they’ve launched with this pie-in-the-sky growth trajectory, with a focus on training, and a plan to attract the most illustrious professors and the most accomplished students from around the world to Ca’ Tron. Sounds great, but if it doesn't work out, what's your Plan B? What alternate use could an academic cathedral in the desert, in the middle of nowhere, deep in the Trevigiana countryside, possibly have?
With all these uncertainties, I think that financial statements generated at a “reasonably prudent person” standard should include a set-aside, and yet none is here. Nor do we see the NAV for the fund, nor the management cost loaded by Finint on the same: data I respectfully request.
Why, Mr Chairman - and with this I will close - is one of the buildings transferred into the Fund called “Tacchinodromo” [“Turkey Mooring Post”]? I would hate to see that our fate as Members in the affair turns out to be, as usual, playing the part of the turkeys on Thanksgiving Day.
Thank you".
With that, Chairman Paolo Bedoni once again took the floor. After thanking

Member Giovanni Mello, invited Member Roberto Soldati to speak, and to Member Ugo Ballerini to prepare to speak next.

<u>Remarks by Member Roberto Soldati</u>

"Good morning. My name is Roberto Soldati, and I have been a Member since 2011. I am from Brescia, and I'm 'in the business' - I am an insurance broker - although I have no conflicts of interest here. I have two questions to pose and, if I have any time remaining, a comment as well.

The first question involves fines. By my calculations, from 2012 to today Cattolica has had, more or less, about 5 million Euro in IVASS fines, and 2 million in Supervisory Authority fines, from the AGCM and Antitrust, and I also see that over the last few months, in February there were 16 fines, in January the fines totalled Euro 50,000.

As these are significant numbers, and as I think it is rather unwise and unseemly for us to give money away like this, here is my question: are there any precautions in place for this purpose, because this money is simply being thrown away.

The second question, on the other hand, involves bolstering the agency network, to which reference was made before. Currently, at year's end, you have closed 29 branches. These closures have been prompted, quite forcibly, through combined 'marriages'. In some cases, on the other hand, there have been revocations. I would cite two right off the bat: after thirty years of engagement, a revocation was made, slated like the other one at year's end, and specifically on 23 December, without any notice. I can appreciate the need for restructuring within any company; what I don't like, as a Member, given the name we bear, is the way it was done. There are other ways to wind up a working relationship.

The first one, as I said, a long-standing one. There were, moreover, many more.

There is a local example, one that involves you, Mr President, and your family, and which I've been hard-pressed to make sense of. I am referring to the Castel d'Azzano agency revoked for the stated reasons, that is, because they did not timely report the change of an administrator who, moreover, was not an insurance delegate; but then this branch's portfolio was turned over to another agency in Zevio where your wife, Mrs Ivana Bazzoni is a member, and your son, Andrea Bedoni, is an associate. This seems to be a somewhat embarrassing situation, which begs the question: are these types of transactions, ones involving your own family, truly necessary?

I'm finished, the question is: what should the company implemented to avoid these types of things and, I do hope they would, given that we are in the business of selling security and peace of mind, not to mention our good name, i.e. Cattolica. I became a member because Cattolica is a part of, and I should hope will always be a part of, the elite echelon of insurance companies, but these episodes...I mean the over-the-top sanctions and now these incidents, this scuttle-butt, they are not befitting our name. Thank you".

Chairman Paolo Bedoni once again took the floor, and after thanking Mr

Roberto Soldati, turned the floor over to Member Ugo Ballerini, and invited Michele Giangrande to prepare to speak next.

Remarks by Member Ugo Ballerini

"My name is Ugo Ballerini, I'm an old member, and I have, for the past dozen years or so, faithfully, and dare I say competently carried out my duties to Cattolica, trying my best to do my part.

I do not wish for my remarks to just be critical, but to be constructive. If you would allow me, as a preliminary matter, to note that I do not agree that FY2018 was the best bottom line of the past decade. It might indeed seem so, but to avoid comparing apples to oranges we need to look at the normalised earnings, that is, with any special effects, write-offs, impairments, etc., removed.

Taking a look at the Cattolica data, we see that from 2015 to 2018 the IAS earnings for the group, when adjusted, drops from 140 million to 116 million, 140 in 2015, 132 in 2016, 121 in 2017, 116 in 2018.

If you pull apart Non-Life and Life, the Non-Life Class is particularly troubling in that it is taking a nosedive: from 124 million in 2015 to 80 million in 2018.

I would like to remind everyone that at the end of December 2014, we increased capital by 500 million Euro, so by half a billion Euro. Then in December 2017, we issued 500 million, so half a billion, of subordinate bonds: a total of a billion in four years.

I am not seeing the returns to justify this. It is troubling, but if we are being intellectually honest, we have to say that 2019 will be the year we know, plain and simple, whether we are taking off. The work has been put in, no doubt, and we should recognise the efforts of our CEO; let's see if it bears fruit.

Mr Chairman, what is needed is greater supervision, more engagement amongst competent Members. Unfortunately, over the past few years we have witnessed, within our subsidiaries, the expulsion of members replaced by Group executives, or by members of the Parent Company's BOD. Enough of this hoarding of offices, let's give other competent members the chance to participate.

Even IVASS has made a reference to the Board composition and skills. In my humble opinion, the future BOD likewise has some lacunae. But what concerns me is not only the skill level, but the willingness to truly administer, or even the opportunity to do so. Read the CV's, there are 167 pages total. We have university professors who, in addition to their teaching and research, hold a number of positions in BOD or in Boards of Statutory Auditors, and that includes publicly traded companies.

Setting aside the ethical problem, meaning that a professor should focus on teaching or research, the bigger question is, how do they find the time to do it all.

One last thing, and I will close my remarks. Including in the slate of candidates is a man without a university degree who is the CEO of no fewer than six companies, in addition to other offices held. I would like to remind you that with the new single-body administrative system, the BOD will be tasked with even more stringent duties. We are in dire need of resources who will sincerely dedicate themselves to our cooperative".

Chairman Paolo Bedoni once again took the floor, and after thanking Member Ugo Ballerini, turned the floor over to Member Michele Giangrande, and invited Member Maurizio Zumerle to prepare to speak next.

Remarks by Member Michele Giangrande

"Hello everyone. My name is Michele Giangrande.

Dear members, ladies and gentlemen, I would like to let you know that my remarks are more technical in nature, geared towards persons in the business.

I do think it worth your time, however, to listen to these topics as well, which indeed allow us to assess the health of our company.

With the caveat that to do a good job, one would need to comment on the quarterly submission published on the company's website, highlighting performance year in and year out, quarter by quarter. I recognise that to do that kind of work takes at least half a day, and yet the time allocated for member remarks here at the Annual General Meeting is always very short.

I would therefore like to speak about the financial statements for the year ending 31 December 2018 in general terms, providing some food for thought, whilst posing some questions for further clarification and response.

I have analysed the FY2018 by comparing them with those for FY2017 on a standardised basis, that is, without considering the joint venture with BPM Bank, and with a view toward understanding company performance in FY2018.

It is true that FY2018 earnings improved thanks to the broadening of the perimeter following the closure of the joint venture with BPM Bank; I would here remind myself that this joint venture lead to an increase in medium to long term payables, which my fellow member who just spoke cited for us, of 500 million Euro.

The uptick in volumes appears to have been towed by the contribution of the joint venture: we should note, however, that analysis should be conducted in a standardised way, meaning apples to apples and oranges to oranges. That said - and I think it is more than incumbent on me to do so - on a standardised basis the growth in non-life premiums falls significantly short of what is reported and disclosed to the market: plus 4.4% compared to just plus 1.3% in standardised terms, with a fourth quarter that unfortunately dropped at minus 2.1% less due to the effect of the drop of minus 5.6% in the auto segment (fourth quarter FY2018 compared to a fourth quarter FY2017).

I would ask the Board of Directors to provide an explanation for that drop.

In Life, Class 1, on a standardised basis, the gross volumes drop by close to -9% with respect to a growth of more than +20.8% with the contribution of the joint venture with the Bank. Why are the gross sales volumes dropping so drastically? What are the earnings and the sales volumes, net of redemptions, for the first months of 2019?

Once again in the Life Class, the net collection is negative: -295 million

compared to the +1 billion and 61 million in 2017, which includes the contribution of the joint venture. Why are the sales volumes dropping so drastically?
The Combined Ratio or COR improved by 1.7 percentages points due to the combined effects of a reduction in the claim / premium ratio by over four percentage points. The reduction should be entirely attributable - although I would like to ask for confirmation from the Board of Directors - to the non-life classes; yet this major decrease cannot be explained through the different mix between Auto and Non-Auto, or to sustainable improvements in terms of claims. It begs the question: were reserves in fact released? And if the reserves were released, were these, by chance, set at an insufficient capitalisation level, or for a super-exposure as against the BTP?
Once again it begs the question: is the capital being spread too thin? The increase in overhead (by more than 0.8 percentage points), an increase tied to investments contemplated in the plan. I would pose that as a question: is that correct?
Increases in acquisition costs (by more than 1.8 percentage points), tied in part to the contribution of the joint venture that sells products with higher commissions, but with lower levels of claims. I would ask, and indeed it begs the question: might that increase in acquisition costs be generated by incentivisation plans to the agent network on particularly aggressive non-life elements? If we assume the reduction in claims-to-premiums ratio (known as the “loss ratio”) is something less than sustainable, the effect of the cost increase would lead, on a standardised level, to operating income on gross, booked premiums, to use the technical term “gross written premiums”, recorded on the balance sheet, somewhat lower than that recorded in FY2017. Is that correct? The Life revenues show improvement, with a ratio of operating earnings to mathematical reserves that moved from 0.43% to 0.57%. It is, however, unclear - indeed, I would seek clarification here - whether the improvement is tied to the contribution of the joint venture or to other special circumstances.
The product mix, for example, does not appear to be a driver sufficient to explain the improvement in earnings: we would therefore ask the Board of Directors to provide greater detail and all necessary clarifications on the same. In general, the absolutely low profitability of the Life business, tied to the relatively high weighting of guarantees in the portfolio, but also the low profitability of the coupon in the investments portfolio at just above 2%. I would draw my remarks to a close noting that, unfortunately, the company within a standardised perimeter did not achieve the results reported on 8 March as excellent returns. I would hope that current efforts will allow us to reach the earnings forecasted in the multi-year, 2018-2020 plan, which indeed, were acknowledged generally to be ambitious. Thank you".
Chairman Paolo Bedoni once again took the floor, and after thanking Member Michele Giangrande, turned the floor over to Member Maurizio Zumerle, and invited Member Enrico Marcolini to prepare to speak next.

Remarks by Member Maurizio Zumerle

"Hello everyone. My name is Maurizio Zumerle, and I, too, for many years have been a supervisory role for Cattolica, and I try to do my part. I would like to thank Mr Chairman, the CEO, the Directors, and all the authorities taking part in the Annual General Meeting for Cattolica, which, for us, is a truly democratic event.

Once again, this year, I am here to represent a group of members who have formed a cultural association called APACA, the first of its kind born from within Cattolica, which for years has persevered in this position of focussing on the company. Over the past few years, we have found ourselves in a rather unusual position. We believe that after this operating bottom line, which, with all its flaws, is surely a meritorious result (indeed, we should recognise the efforts of the Board of Directors and the CEO in particular), the climate just before the start of proceedings was not befitting an Annual General Meeting like that of Cattolica, because there was a sense that we were not only in the presence of those offering constructive criticism, but that other interests were at play. The Company needs contributions like those we have seen today, because they help us better understand the situation. And yet there was no lack of unseemly disputes; this saddens me because I have always worked to bring people together; so I would like to make a motion to unite us. Today, we elect a new Board of Directors, who will be elected for the first time with these Articles of Association. Well then, now that the equity members are, for the first time, able to participate legitimately - and, indeed, I find that fitting - the equity members should appoint their members. The BOD cannot include members representing Tom, Dick, and Harry, this Organisation, or this band of Members. It is fitting that these Members, those with a 2% or 3% stake, join forces (it is, indeed, contemplated under the Articles) and submit their own list of candidates. Otherwise, the minor Members amongst us will vote for these people, whilst having aims (albeit unified within the company) that are slightly different. It is fitting that these things be brought to light, for us to have transparency. I was very sorry to hear these grandiose words, but these are in fact attributable to just a few people. The desire to change Cattolica for the better, if such a yearning exists, can be found in so many of us. But we must also give credit where credit is due. I, too, Mr Chairman, as I have said at more than one meeting, concur that Cattolica should have representation from Members of the subsidiaries, because otherwise the principle of independence, of control, evaporates, because if we appoint Executives, who obviously have a job to do, they are not meeting that criterion. Thank you."

Chairman Paolo Bedoni once again took the floor, and after thanking Member Maurizio Zumerle, turned the floor over to Member Enrico Marcolini, and invited Member Giovanni Padovani to prepare to speak next.

Remarks by Member Enrico Marcolini

"Hello everyone. My remarks are not technical in nature, and so perhaps they are a bit more superficial, but let me introduce myself: I am a Cattolica customer, and I have been a Cattolica Member for many years. My father worked abroad for 30 years. When he returned to Italy in 1959, he got his first policy from Galbusera. Ever since, we have been customers. Then I became a Member, starting when I served my non-military turn of duty for the country. Thus, I have sincere affection for this company, a company I greatly admire. One aspect of this company that intrigues me is the Cattolica Foundation which, albeit within budgetary restrictions, is able to accomplish great things, and that is something that imbues this company with great value. The financial statements reflect the enormous work that this Directorship has accomplished.

I would only like to draw your attention to one point, which is that of connecting the economic transactions to concerns such as environmental ones, and the needs of the community to which this company is so closely tied. I would therefore cite the 2018 Sustainability Report: “to take care of Cattolica and the environment jointly, that is, to think about what comes next for the defence of natural resources, with a view towards a sustainable business model. This is what we want for our companies. The environmental issue is a capital concern, it is a crucial variable that can have a huge impact on an organisation's competitive edge, well beyond the mere ethical implications of this issue.

Protecting and, if possible, improving the overall condition of the environmental context in question becomes, therefore, a central theme of corporate decisions: the respect and protection of the natural environment tend to increasingly influence the quality of a company’s relations with the economic and social context in which it operates”.

I fully share, and I would imagine most of us here would share, that vision. Therefore, as a Member, I hope that Cattolica will continue to focus on that issue. This morning I had the opportunity to attend Mass. The celebrant said something rather astute and relevant, and it was this: in ethics, one must choose between what one can do, and what is right to do. The Mayor this morning said we are at a watershed moment. In watershed moments, however, one should take the time to examine the choices being made, so that they can be geared toward the future. If I might digress for just a moment: this morning, upon entering, I was given a flyer, and I saw that there was this dispute, but perhaps you might call it a reasonable expectation for the area situated just next to us, which today is a green space, and where apparently there is an intent to build. I wonder whether it is actually necessary for Cattolica to build on this area, I understand the real-estate investments, but at a time like this, and with a view toward respecting the region, perhaps it would be opportune to shift the building permit to another area, and to make this green space a Cattolica park, one that might be used for employees, thereby seizing this as an opportunity to help the Company. Thank you."

Chairman Paolo Bedoni once again took the floor, and after thanking Member Enrico Marcolini, turned the floor to Member Giovanni Padovani, and invited Member Francesco Rossi to prepare to speak next.

<u>Remarks by Member Giovanni Padovani</u>

“Good morning. I am here because I would like to be the voice of a Shareholder attending the Annual General Meeting; I will take a moment to speak about certain aspects that affect the Shareholders themselves. At previous Meetings, the atmosphere was like a battleground with everyone in a defensive posture, ‘castling’ themselves. I reach the podium today having been comforted, last year, by the sober, to-the-point, and concrete remarks by our CEO, with that message reinforced in this year's speech as well. Words of substance that set out a path grounded in professionalism, skill, diligence, and style. I am hopeful that Cattolica might continue on this path.

I mentioned that defensive posturing, something I have often found at these Annual General Meetings, with senior management, the Chairmanship, on one side, and the base - or at least a part of the base - on the other.

The chess players among us know far too well that ‘to castle’ is to take a defensive posture. One closes oneself off, and in the final analysis, it is a losing strategy. I do hope that this position, now with this change in route, will soon change. These Annual General Meetings have always viewed the shareholder base somewhat unfavourably. Yet the shareholders, as the representatives of company equity, are indeed the very substance of the company.

Last year I spoke after having listened to the Chairman of the Board of Statutory Auditors, who had been called upon to provide justification for certain actions taken with respect to court and administrative proceedings, and the CEO said there was nothing to mention, because everything was in order.

I, on the other hand, believe there is much yet to clear up on the subject, and I would further suggest settling the matter of who can expend monies, who has the power of the purse, and who provides monitoring and supervision.

I am a Shareholder, and I can relate to that little miller in Potsdam who, faced with the graft of the Prussian Administration, finally let out this liberating cry: “There are still judges in Berlin”.

I am not calling upon a judge in Berlin, I would just like to know that within the Board of Directors there is a wise, calm voice that might steer this company with the diligence of a true corporation, and not of the faux-bucolic ambiance of the *strapaese*, with all due respect to Papini, Prezzolini, Lisi. Thank you."

Chairman Paolo Bedoni once again took the floor, and after thanking Member Giovanni Padovani, and invited Member Francesco Rossi to take the floor.

<u>Remarks by Member Francesco Rossi</u>

Member Francesco Rossi began his remarks and delivered to me, as notary, his written remarks, asking that I include them verbatim in the instant minutes because he believed, due to the time constraints, he would not be able to express his thoughts in a clear and cogent manner:

“CATTOLICA ASSICURAZIONI

ANNUAL GENERAL MEETING OF 13 APRIL 2019

REMARKS BY FRANCESCO ROSSI

Esteemed Chair, and to my fellow Members, at the Annual General Meeting held last year, CEO Alberto Minali defined 2017 as the ‘year of transition’.

From my perspective, if 2017 was a ‘year of transition’ for Cattolica, 2018 is the year of ‘transformation’ or better still, the year of ‘re-founding’.

In the next five points, I will try to explain this assessment, which is a decidedly positive one.

1) CATTOLICA AND ITS MISSION

We have always cited the value of our being a cooperative, the value of creating mutual benefit. More recently, in trying to underscore the distinct responsibilities between the company and the Foundation, founded in 2006, the aspects highlighted were being a cooperative, the value of mutual benefits, the opening up toward the market (we are now publicly traded, and we are a nationally renowned corporate Group), and the connection / groundedness in the community and region.

Based on the fundamentals established in the 19th Century, now in 2018 Cattolica, pursuant to the Articles of Association and the 2018-2020 Industrial Plan, has updated and better delineated the values on which the Group was founded. There are five such values, and they constitute Cattolica’s Corporate Social Responsibility or CSR, in accordance with 21st Century best practices. The values in question are: Integrity, Consistency, the Courage to Act and to Learn, a Merit-Based System, being Goal Oriented, values that may be broken down into the following attributes:

- customer focus
- efficient distribution
- innovation, digitalisation and multi-channel systems
- the ethics of social responsibility
- environmental sustainability
- respect for, and optimisation of, talent and resources

All of which come together to support the three economic pillars

- financial and equity solidity
- profitability
- competitive edge, and the creation of value for stakeholders and the long-lasting development of Cattolica.

Personally, I view this proposal (as described in detail in the CONSOLIDATED NON-FINANCIAL STATEMENT) quite positively. I find it to accord with the Articles of Association, in its latest iteration, and useful in identifying the dimensions in which to find and to verify managerial balance.

2) CATTOLICA AND ITS EMPLOYEES

In applying such values, I was quite pleased with the internal-restructuring plans, with the additional renewal of management, and the restructuring of not a few Departments, functions, and offices (e.g. Insurance Analytics and Business Architecture, Product Engineering) which are giving life to a more integrated organisation, and to the marshalling of talents already present within the system. On this last point, I was struck in particular by the attention dedicated to the staff, the human capital to which so much lip service is give, but with whom too often only individual actions are shared. Following the 2017 period, in which each employee had a performance review to assess their individual-growth potential, 2018 ushered in an operational phase with proposals for creating a better work/life balance (Great Place to Work, Smart Working, and the new Company Welfare), with the opening of the internal job market, and the launch of internal training programmes, along with the Wellness and Solidarity project.

These efforts were - wisely - launched at the same time. They have had an enormous impact both on the individual worker (who now personally understands the value of "being in Cattolica") as well as on the Company: HR has made an assessment that there has been a 15% recoupment in productivity.

3) CATTOLICA, THE AGENTS, AND BANK INSURANCE

2018 was the year the agreement with BPM SpA went live, joining the list of pending agreements (such as with ICCREA and UBI) for the distribution of insurance products, with a notable optimisation of the Group's distribution power.

Beginning in 2019, a new agreement took effect called the "System Agreement" for Cattolica with the five Company Agent Groups (composed of the Cattolica Agent Groups, Duomo, UniOne, GA-Fata and Assocap) and thus all agency groups acknowledged and disseminated the new fundamental values for the Cattolica system, with particular reference to the centrality of the agent, agency continuity, professional growth, and profitable growth.

All of this ensures a re-projection for collecting premiums, which for 2018 sees the direct work distributed as follows: 1,444 agencies 42.2%, 6,054 teller windows / banks 51.8%, brokers 1.5%, 733 promoters 0.4% and other channels 4.1%.

4) CATTOLICA AND THE 2018-2020 INDUSTRIAL PLAN

The new 2018-2020 Business Plan, presented to the market at the beginning of 2018 and now fully operational, is based on a long-term vision, but breaks it down into the short and medium term by focusing on a series of measures to be achieved during the current three-year period.

The more relevant quantitative objectives set for 2020 include:

- operating profit in the range of 375-400 million. In 2018 it is at € 292.4 mil, and therefore at 73.1% of target;
- an estimated operating ROE of at least 10%. In 2018 it stands at 7.5% and therefore at 75% of target;
- a dividend per share increasing by approx. 50%, and thus at € 0.525, approximately. In 2018 it is proposed at € 0.4, and therefore at 76.2% of target;
- heightened capital stability with a Solvency II Ratio between 160% and 180%; In 2018 this hit 172%, and thus the objective was reached;
- premium collection ranging overall from 7.6 to 8 billion. In 2018 it stands, with an increase of 15.7% over 2017, at 5.8 billion, and therefore

7.25% of target.

- a collection of Non-Life premium collections between 2.4 and 2.6 billion. In 2018 it is at € 2.1 bil, and therefore at 81% of target;
- Life premium collections between 5.2 and 5.4 billion. In 2018 it is at € 3.672 bil, and therefore at 68% of target;

To sum up, with the exception of those for the Life classes, all the others appear to be in line with the industrial plan.

5) CATTOLICA, ARTICLES OF ASSOCIATION AND GOVERNANCE

I believe that, after taking to heart the effects produced by the Articles over the last twenty (20) years, the Articles approved at last year's Annual General Meeting, now fully in effect, have an already demonstrated impact, efficiency, and efficacy. This comes in part from the new single-body administrative system, for instance, and the release of the geographic restrictions for members of the BOD. These Articles, to wit, if you were to take away the per-capita vote, the mutual-benefit purpose, the set-aside of 6% of dividends to the Foundation, might well be that of a corporation.

The impact noted above can be found in the motion that the outgoing BOD made with the slate of candidates for the next three-year period. The 17-member list include five newcomers, with a wide range of professional experience, with a focus on those relating to the company's core business, such as actuarial sciences and finance.

I believe this is a great leap forward, to which others will no doubt follow".

The Chairman, once again taking the floor, thanked all Members, then announced the discussion to be closed, noting that the allotted time for remarks from the floor had been exceeded. He then turned the floor over to Mr Alberto Minali to provide answers to the questions.

<u>Response from the CEO, Mr Alberto Minali</u>

"Thank you to all the Members who have spoken. I will take the questions in the order they were delivered, beginning with that of Member Giovanni Mello. I will reiterate it for you: it was a very detailed question on the H Campus transaction. The H Campus is the facility we would like to build on the farmland that is part of the corpus of a fund. I will read a few facts for the benefit of the audience, and for mine as well. That way, I will be able to provide a complete response. The H-Campus project is, no doubt about it, an ambitious one. This real-estate venture intends to establish a university campus, a cultural/satellite campus in the broadest sense of the term. It is not actually in the middle of nowhere: it is three kilometres from the Vicenza airports. It is not in the middle of the countryside - the area is fairly well served in terms of utilities and infrastructure. Approval for this transaction (which, I should note, took place before I came on board), contemplates the creation of a twenty-year Fund. This Fund has an overall value of 100 million Euro, approximately, made up of both debt and equity. I will concentrate on the equity component, for a moment, meaning the shareholder component of 78 million Euro, of which Cattolica will invest 44 and the Cassa Depositi e Prestiti (I should note, a major partner that has joined us in this development) of 31 million Euro. As far as the 44 goes, the member was asking whether it has been paid: we have already conveyed the Ca'Tron buildings to this Fund, for a total of 18 million. We paid about 9 million in cash, and so as a rough estimate we are about halfway to our pledge; the CDP invested its share on a pro-quota basis. There is a lease we executed as the fund with H-Farm for 25 years starting, no, excuse me, it was supposed to begin on September 2018, but as you know the project as presented underwent some variations. At the present time, it is before the Venice Environmental Impact Assessment Commission. We are awaiting their review.

I believe it is reasonable to expect that the modifications we made to the project will suffice for a green light. However, my sources tell me that it would not be before the end of 2019. Off-hand, I would say we have about a ten-year delay with getting this project built. To summarise: we conveyed some buildings into the fund. We transferred approximately 56,000 cubic metres of building rights, and 50 hectares approximately of land where this campus, from the fund held by Cattolica, H-Farm and CDP would need to stand.

In terms of the internal rate of return for this investment, it isn't the highest. To answer the member's question, we are right about 4.5%. Of course, since we lost a year, the return was not actually at that level, so Mr Mello is right, we lost a year's income.

I hope I have answered the question. I would now move onto the question from Roberto Soldati, who posed two, in fact. The first question involved the fines. These increased to 518,000 Euro in 2018, compared to 68,000 Euro in 2017, and so we have paid 68,000 Euro more in fines. The Parent Company alone has paid approximately 385,000 Euro of these 518,000. I would remind the group that, on a market level, and bearing in mind that the penalty machine for the supervisory authorities will continue to mete out sanctions to companies (because pressure from the authorities is mounting, we have to acknowledge that), on the market level based on data made known to us by the supervisory authorities, a total of 10 million Euro in sanctions has been levied. We have a 4-6% market share (depending on the class); to put it simply, we have a share in the penalty pool proportionate to our market share.

The number of sanctions, on the market level, thus decreased by 20%, but the fine amounts went up. So the trend we are seeing is that when the supervisory authority begins doling out fines, they come down hard. There was an increase in sanctions in February of 2019, but that was a mere technicality: the Authority determined in February 2019 that February would be the month when all sanctions would need to be closed and then immediately reopened because the insurance-industry penalty system changed, with the addition of sanctions against the individual. The type of business we handle requires special care.

The second question, on the other hand, was about the revocations. This is my responsibility. When we sent the revocation letters just a few days before Christmas, that was a mistake. Christmas is the time of year to exchange gifts under the tree. Because of a series of timeframe constraints, the letters were sent a few days before Christmas. As far as the number of agencies on which we took action goes, it was 29. There were others, but with respect to these 29 I'd like to take a brief moment to explain to the Annual General Meeting, because you should be aware that, with the exception of the timing issue, we do make sure to handle things well.

Of these 29 closures, 20 were amicably handled with the Agents and the Sales Office. There are Agents at the end of their careers, their mandates, perhaps they do not have children to carry on the family line, so 20 of the agencies were closed by mutual agreement.

Six other enterprises were provided assistance because of obvious agency problems, especially with Agents of a certain age, whereas there were only three we unilaterally revoked by order of the company, meaning our own determination to close three agencies.

We terminated one for just cause in the Turin area because of some cash shortages, and I believe that was the right move. We have a monthly monitoring system for the agencies. Cash shortages are a terrible sign.

We closed another one in the Palermo area due to loss, a portfolio shortfall.

We closed another in the Verona area, the one to which the Member referred, because in addition to having to call the police to the agency, which is not, to be sure, the nicest thing to have happen, there was so much in-fighting amongst the members that it simply could not go on. This agency, at Castel d'Azzano was revoked due to serious infighting amongst the members. There are three members, two against one, and the portfolio requested by the frozen-out member was a portfolio for the East Verona area. Because of a geographic concern and, if you will, to be closer to the customers in that area, upon express request of the Agent who put this portfolio together, the Agent was moved to the Zevio office mentioned earlier. Thus the decision was not a political one or anything of that sort, it was a logistical decision made pursuant to Agent request.

Yet we are talking - we really do need to reiterate things in terms of their numbers - of a Euro 300,000 in premiums portfolio, which was allocated to an agency that has an over 10 million Euro portfolio, and so we are talking about 3%. Within this portfolio, I repeat, upon request of the Agent who was the joint owner of the portfolio, within that portfolio there are numerous Cattolica customers who would have been worse off if we had placed them in another agency".

CEO Alberto Minali paused in his remarks to allow the Chairman to speak.

Remarks by Chairman Paolo Bedoni

"On this issue, as it is only right that the Annual General Meeting know exactly how things happened, I would like to express my thoughts: When the Zevio Agency was founded, so this is back in the year 2000, my wife became a shareholder, we married in 1982, and to calm the gossip down, I will disclose that we opted for a prenuptial agreement, to keep our assets separate.

I became Chairman of Cattolica in 2006.
I believe that you have more than understood what I am trying to say, and so I will not belabour the point, these are issues of concern to no one, and they are not constructive, neither for Member interests nor for that of Cattolica.
We must speak of other questions that have been brought up in two previous remarks, and on which I reserve the right to speak later, questions that in my mind are particularly significant. Alberto, if you please".
The Chairman thereupon gave the floor to the Chief Executive Officer, Mr Alberto Minali.
Remarks by CEO, Mr Alberto Minali
"Thank you. To finish answering member Soldati's questions, there was the question about the fine levied by the Antitrust authorities for potentially unethical practices in debt collection for premium and deductible payables. I would remind everyone that on 9 October 2015 the Antitrust authorities levied a 2 million Euro fine. We did not believe there were grounds for it because Cattolica's conduct, in our estimation, had been blameless. In May of 2016 the TAR [Regional Administrative Court] affirmed the Antitrust fine; we appealed to the Council of State. Thus, this fine exists, it's been booked to the balance sheet. We are awaiting the results of the appeal to the Council of State. I would wait to answer Mr Ballerini and Mr Giangrande's questions since they said their questions would require a half day's reflection. I believe they would actually require a two- to three-day turnaround for a response. Our "think tank" colleagues are trying to come up with a summary response, because these questions are actually quite involved.
I would therefore move on to Mr Zumerle's question. Actually, it's not a question, more a comment that the subsidiaries would be run by members not by executives. Perhaps I could pass the question to the Chairman, if he wishes".
Mr Alberto Minali once again paused his remarks to turn the floor over to the Chairman.
Remarks by Chairman Paolo Bedoni
I take the floor to reply to the shareholder Ernesto Marcolini who asked Cattolica to assess the investments in the "former Autogerma" area; it was also a surprise for me to be aware of the proposal for the construction of four six-floor apartment buildings on this area: unlike Cattolica, we really know nothing about this. I personally met, also with the leaders of the Company, the Council, and immediately I proposed, also from an environmental point of view, to create a green space within this area, adjacent to the end part of Verona with Golosine and Saint Lucia. I would also like to remind you that the parking area you see, was a dirty and overgrown area before, and in order to provide the parking service we have cleared up the area, we have fenced it as well as tidied it and we will see how we can create a green space in the part that can act as a border. However, with regard to the commitment and how it is to be carried out, we will assume it by meeting with the Council; it is in our interest to embellish this area, which otherwise, in addition to being abandoned, risks becoming overgrown and infested with vermin.

Today, if our Meeting is held in this place, much is also due to the work that Cattolica has attempted to do over the years, embellishing this area will be our task, our duty also in the interest of Cattolica, as we cannot think that the only interest lies in building; there is certainly also an interest in providing a service to the area.

I would like to remind you that, with the purchase of Ca 'Tron, which today is a company of about 2,000 hectares of which 400 hectares of vineyards are owned - and with the purchase of other properties that we have made in Italian cities and in Verona such as Hotel Vittoria, a very important area in Viale Del Lavoro, a ZAI area of about 20,000 square metres, within the area where we currently are, of about 100,000 square metres, we have re-built a real estate asset that Cattolica no longer had, as when I became Chairman, in terms of real estate, it was only made up by the headquarters, worth Euro 46 million. Currently, Cattolica's real estate assets are of about Euro 1 billion and 300 million.

With some of the above investments we went to recover areas that would otherwise not be used by anyone; it is true that we have made investments to make them productive but also usable by other institutions and with this I refer to the important speech made by the Shareholder Ernesto Marcolini, who said that a company like ours must feel the weight of corporate liability. And this is certainly true, and we find the answer if we look at what Cattolica was back in 2006, and what Cattolica did after: Fondazione Cattolica, was established and carried out activities that created a relationship with the company in general, with the Community Sector, with young people as well as with activities of solidarity and support for the needs of today's society.

Work has been carried out with Institutions and with the Municipality and as you have heard this morning, an investment was also made in Fondazione Arena.

Being close to the Institutions means being able to understand the importance of contributing to the development of an area, maintaining an undoubtedly primary relationship in respect of Partners and shareholders, carrying out business activities, creating business and distributing dividends, but expanding the range of a company like Cattolica. Although without a doubt important - Corporate liability is not only about doing business well, creating profits, being able to distribute dividends, ensuring that staff are in a position to live adequately so they can receive training, develop a career and to contribute to building the company, but it is also about having a relationship of real re-allocation of resources. The area is not simply something to reap profits from, it is something that we can stand for today.

During the past ten years Cattolica has built other activities around the scope of its business: we were not members of the Fair but today we are; we were not Shareholders of Fondazione Arena, today we are; we were not members of institutional institutions with which we operate today in a complementary manner, and I am referring to foundations in general.

You all are aware that we are a company, we have business, we have to distribute products, we look at results and so on, but we are also linked to institutions like foundations, which distribute resources in the territory, and distribute them including with dividends that Cattolica has provided; I am speaking about

Fondazione Cariverona, Fondazione del Monte, Fondazione di Trento, Fondazione di Treviso and I apologize if I forget any. This work has gone on over the past ten years, and an attempt was made to recover a reputation that was in danger of being compromised during the crisis, because during a crisis, there is a risk for everything to fall apart.

Instead, by having created the afore mentioned relationships with these institutions, we were able to give Cattolica a strong image of its vision of business, of its cooperative enterprise model, and if today we are here to talk about things that are going well and things that are not going so well but can get better, it is also the result of a task, that in my opinion, has grown over time. With the listing of Cattolica in 2000 we opened ourselves to the market, with the capital increase in 2014 we understood the importance of capital growth.

Today we need to understand the importance of how to act with the one-tier governance model tomorrow and how we can truly be a company with a complete overall vision pf true economic democracy, given that today we bring in Shareholders with a per capita vote, Controlling Shareholders and also a new way to manage the company.

I think that during these years Cattolica's actions have always been questioned: I believe that even from this point of view that there is room for improvement and for things to get better, but it cannot be said that Cattolica has not expanded in its role. I am happy when we talk about the environment and corporate liability and how Cattolica focuses on sustainability.

As Cattolica carries out its agribusiness, having a company at Ca 'Tron means that it is going to measure the risks with regard to carrying out such a business in respect of the needs that serve the activities of that sector in order to expand relations with the Region's Institution, as a memorandum of understanding was signed with the Region for the control and certification of production processes and for carrying out research and providing training to agricultural enterprises. We are an institution: if we don't do it, a private individual, a partner or an individual, will have difficulties in doing it and dealing with the Region. As Cattolica's size is considerable, we decided to create a protocol and work with the region."

CEO Alberto Minali once again took the floor.

Remarks by CEO, Mr Alberto Minali

“I would like to answer Mr Giangrande's question, and I would summarise it by connecting it to the comments made by Mr Ballerini. In terms of the 2018/2017 Life business, if we are comparing apples to apples and oranges to oranges - of course, the experts tell me there are different varieties of apples and oranges - but we have to recognise that without the joint venture with BPM Bank, the variance in booked premiums would have been 7%. Setting the Vicenza component aside, which was still in place 2017 but no longer in place for FY2018, the variance would have been 3.5%. If we adjust this loss, removing a large, Euro 150 million pension fund that we opted not to renew because it had a negative margin, we can say that, on a premium level, the comparison of FY2018 to FY2017 shows that the group remained unchanged, whereas what grew noticeably during FY2018 were the operating earnings from Life which, even if one were to exclude the joint venture with BPM Bank, grew by 32%.

This is tied to the fact that we reviewed the products, we removed what are known as “annually booked” guarantees, we reviewed the allocation of costs in the life business. So, if the operating margin on the life reserves increased, it is precisely for that reason.

In terms of the non-life reserves, they were steady on the one hand, and incisive on the other. We did not modify any type of reserve policy to release the balance-sheet reserve. What happens is this: each time we are notified of a claim, our liquidators create what is known as an inventory reserve, allocate a reserve for the claim that needs to be paid. This reserve has always been higher than the amount of the claim to be paid: as we pay off the claims, we replenish the reserve on the books by paying the claims, and releasing a portion of this reserve back to the balance sheet. The release of this reserve is not affected by the financial statement policy, but rather by how quickly we pay the claims. If we are efficient and speedy in paying them, then we are likewise efficient and speedy in releasing this reserve delta back to the balance sheet.

Over the course of FY2018, unlike what has just been stated, we reviewed the reserve policy on severe injury / death / complex claims for the auto class. We increased it because of litigation trends on the one hand, and because of certain claims that reached Cattolica might lead to an uptick in the average cost of the claim itself. Therefore, we bolstered the reserves. In the slides I showed you there was also an increase in average cost tied specifically this this review of the reserve, but I would emphasize that we did not touch the reserve policy. The Board of Directors - I am not sure exactly when this happened, but a few months ago - expressly requested an analysis on this issue, which we undertook both with the actuarial function which is a fundamental control function, and which reports directly to the Board of Directors, I would emphasize that, as well as with a specialised consultancy firm for this type of activity. These two types of analysis have shown that in each component of our reserves on the balance sheet there is a little bit of fat. We call this the ‘reserve buffer’. This little portion of fat, if you will, in the reserves, will not always be there - as the claims get paid off, it is siphoned off. So, what is the issue? The issue is that the 'fat’ in this reserve must continually be generated with set-asides. If I get notice of a Euro 1,000 claim, I cannot set aside 1,000, I need to set aside 1,200 Euro because those estimated Euro 200, when I pay the claim, will become a windfall gain.

The further information requested by the Board on the issue of reserves was not a matter of ‘how much of the reserves have you released on past P&L's’ but rather ‘how much of the reserves might we release in future P&L’s in terms of pay-outs’. This situation, I will confirm, is entirely under control. As I have also served as a financial director, I know that reserves are in play for a single year - the next year, the numbers don't hold and the gig is up.

Therefore Cattolica, as you will see over the next few financial years, has a

continual release of economic contribution, about six points, seven points of combined ratio year in and year out, because over time a reserve accumulates which is then siphoned off for claims.
The other thing I wanted to mention relates to the spread. We are very tuned into the spread, because unfortunately this is a sickness that afflicts all economic operators in the insurance business with a strong exposure to the performance of Treasury Security spread.
If we think for a moment to a widening of the BTP-Bund spread by 50 basis points, that is, the current 260 basis points shifts to 310, we would lose approximately 5 capital points. So, what we have done over the course of FY2018 is to reduce the BTP spread to make our balance sheet less susceptible to the spreads.
There are also spreads on the business-corporate site, meaning when we purchase debt securities from banks, from other companies, or other businesses we expose ourselves to the spread there, as well. But for us, the most significant source of risk, the most material in terms of magnitude, remains the BTP exposure.
The combined ratio, as I said. On the issue of low profitability in the Life class, one thing I would like to emphasize is that our low profitability in Life, around 40-50 basis points, that is, 0.4-0.5, whereas the market is in multiples of this value. The Life business does not have as fast a ‘turnover’ as the Non-Life business because the former business has a term, a maturity, a duration that is more protracted, so it takes time. In this case, I think time heals all wounds. We began with our colleagues from the Technical Area reviewing all our products. But it will be some years before these products can change the profitability of our Life business.
So we are a long way off from AXA, Zurigo, Generali performance levels, but we are on the right path toward increasing profit margins on the Life business.
The fact that we have very low guarantees drives our profit margins, contrary to what was said before. So we got out of all the products where the guarantees ‘eat away’ at performance; this was the right call.
The last question involved the adjusted bottom line. There is nothing more artificial than an adjustment because everybody does them differently, and I say that based on experience. Within the Group, every now and again our colleagues present information, normalised profit, updated profit, adjusted profit, but at the end of the day what counts is the income generated from operations, and the Group's net profit as reached. So these ‘normalisations’ may be positive or negative, one big hail storm in one year is all it takes to for us to take on losses in the Non-Life classes, but in terms of an adjusted bottom line, if we remove those losses things look quite rosy, when that is not in fact the case.
I get that an adjusted profit is interesting, and that in fact it allows for useful comparisons to be made, but in the final analysis what counts is net profit, and this is what we have concentrated on, the net profit from operations”.

Thereupon Mr Alberto Minali turned the floor over to the Chairman to reply to Member Ballerini.

Remarks by Chairman Paolo Bedoni

"I forgot to respond to Member Ugo Ballerini on the issue of whether the Company intended to modify or improve our governance policies as well. This issue will be the effort we pledge toward the Board in the future: to be present as shareholders or members in a subsidiary or affiliate. I believe that, from this point of view, we do not even need to purchase the last companies, the ones for which we needed, because of an urgency, to build the Board of Directors, close, due to the fact that in the near future we will be using our best efforts to create a policy that will increase the presence of colleagues or perhaps Members of the Parent Company's BOD such as is the case at Lombarda Vita and Tua.

Of course, the intent, as noted, is to involve the greatest number of members to be present in Group companies, as is only right.

I believe that we will be reviewing this issue, which is indeed an important matter, because we think it's only right that supervision is provided by the Board of Directors as contemplated under IVASS Regulation no. 38, according to which the Board of Directors becomes increasingly responsible for providing control over management.

I believe we are in a state of evolution; the request made from the floor should indeed be fulfilled through an in-depth look at the issue by the Board in the near future".

Alberto Minali once again took the floor to reply to Member Padovani.

Remarks by CEO, Mr Alberto Minali

"I wanted to close out my remarks by responding to Member Padovani, when he requested clarification on the court proceedings, saying that at the time I said 'everything was in order'. I would indeed confirm that everything is in order, meaning that those court proceedings, which quite frankly I'd forgotten about because the demands of this work led me to move on from them quite quickly, those court proceedings proved that the company was not liable in terms of Model 231 compliance. When I said that everything was in order, I was referring to the fact that no criminal liability attached to Cattolica Assicurazioni through those events which remain, of course, unbecoming and deplorable.

With that, I have responded to all questions, Mr Chairman".

As all Member questions had been answered, the Chairman once again took the floor, and:

i) advised that as of 1:03 p.m. a total of 2,517 Members (either directly or by proxy) were in attendance, and that voting on individual agenda items as previously discussed might proceed;

ii) noted that the recording of any 'opposed' votes or abstentions would remain available for five (5) minutes after the end of this voting, subject to any extensions.

Voting on the item relating to the FY2018 financial statements

The Chairman thereupon moved that the Annual General Meeting, having reviewed the content of the financial statements, including the supplemental note, the management report, all related data and the motion for the allocation of earnings, as well as reports on the Board of Statutory Auditors and the External Auditing Firm, having further found and obtained the notices and information provided at the meeting by the instant Chairman and the CEO, including with reference to those events of economic substance occurring before and after the financial statements were closed, resolve to approve the financial statements at 31 December 2018, along with all related documents and notices, and thus to allocate the earnings for the period as stated supra and as set forth in the financial-statements binder.

Advised that as of 1:06 p.m. a total of 2,504 Members (either directly or by proxy) were in attendance.

Opened voting on the motion as identified relating to the approval of the FY2018 financial statements and the allocation of the earnings for the period.

Kindly invited all Members, including those attending from the Linked Location, intending to vote in favour to raise their blue card.

As a precaution, kindly invited all Members, including those attending from the Linked Location, intending to vote in opposition to raise their blue card.

Again, as a precaution, kindly invited all Members, including those attending from the Linked Location, intending to abstain to raise their blue card.

Closed voting, and after having confirmed and having others confirm that a majority of Members present voted in favour, announced that the motion had passed.

Thereupon invited the dissenting or abstaining Members to head to the vote-registration system located along the sides of the hall, or at the designated station in the Linked Location in Rome, to handle all recording formalities, with the notice that the actual voting numbers would be disclosed later in the meeting.

Members voting in favour might remain seated.

Voting on the agenda item regarding the Remuneration Policies

The Chairman advised that as of 1:08 p.m. a total of 2,504 Members (either directly or by proxy) were in attendance; thereupon, he opened voting on the approval of the remuneration policies as generated by the Board of Directors, and previously presented or otherwise made available to the Members and to the market as required by law, reiterating that approval would not involve Section 3 and the annexes, as those were purely informational and not substantive.

Advised that all Directors and Auditors in attendance would abstain from voting if listed on the candidate slate for either the Board of Directors or the Management Control Committee.

Kindly invited all Members, including those attending from the Linked Location, intending to vote in favour to raise their blue card.

As a precaution, kindly invited all Members, including those attending from the Linked Location, intending to vote in opposition to raise their blue card.

Again, as a precaution, kindly invited all Members, including those attending from the Linked Location, intending to abstain to raise their blue card.

Closed voting, and after having confirmed and having others confirm that a majority of Members present voted in favour, announced that the motion had passed.

Thereupon invited the dissenting or abstaining Members to head to the vote-registration system located along the sides of the hall, or at the designated station in the Linked Location in Rome, to handle all recording formalities, with the notice that the exact voting numbers would be disclosed later in the meeting.

Members voting in favour might remain seated.

Voting on remuneration plans based on financial instruments.

The Chairman advised that as of 1:08 p.m. a total of 2,506 Members (either directly or by proxy) were in attendance;

Opened voting on the motion to approve the Remuneration plans based on financial instruments as generated by the Board of Directors, previously presented and otherwise made available to the Members and to the market as required by law.

Advised that the CEO would abstain from voting.

Kindly invited all Members, including those attending from the Linked Location, intending to vote in favour to raise their blue card.

As a precaution, kindly invited all Members, including those attending from the Linked Location, intending to vote in opposition to raise their blue card.

Again, as a precaution, kindly invited all Members, including those attending from the Linked Location, intending to abstain to raise their blue card.

Closed voting, and after having confirmed and having others confirm that a majority of Members present voted in favour, announced that the motion had passed.

Thereupon invited the dissenting or abstaining Members to head to the vote-registration system located along the sides of the hall, or at the designated station in the Linked Location in Rome, to handle all recording formalities, with the notice that the exact voting numbers would be disclosed later in the meeting.

Members voting in favour might remain seated.

Voting regarding authorisation to purchase and to transfer treasury shares

The Chairman advised that as of 1:13 p.m. a total of 2,514 Members (either directly or by proxy) were in attendance.

Opened voting on the motion to authorise the acquisition and transfer treasury shares as previously presented and made available to the Members and to the market as required by law.

Kindly invited all Members, including those attending from the Linked Location, intending to vote in favour to raise their blue card.

As a precaution, kindly invited all Members, including those attending from the Linked Location, intending to vote in opposition to raise their blue card.

Again, as a precaution, kindly invited all Members, including those attending from the Linked Location, intending to abstain to raise their blue card.
Closed voting, and after having confirmed and having others confirm that a majority of Members present voted in favour, announced that the motion had passed.
Thereupon invited the dissenting or abstaining Members to head to the vote-registration system located along the sides of the hall, or at the designated station in the Linked Location in Rome, to handle all recording formalities, with the notice that the exact voting numbers would be disclosed later in the meeting.
The Chairman noted that the time was 1:13 p.m., and that as contemplated, the voting stations for dissenting or recusing votes relating to the Agenda items, as previously jointly presented and discussed, would remain open for the following five (5) minutes, subject to any extensions.
Members voting in favour might remain seated.
At 1:14 p.m. the Chairman continued with the joint handling of the fifth, sixth, and seventh agenda item regarding:
(i) Election of the Board of Directors and the Management and Control Committee;
(ii) Determination of related compensation as well as the attendance allowance;
(ii) Election of the Board of Arbitrators;
with all related discussions and remarks, with the caveat that each item would be subject to a separate vote.
The Chairman:
i) advised that as of 1:14 p.m. a total of 2,502 Members (either directly or by proxy) were in attendance;
ii) closed registration for remarks on the fifth, sixth, and seventh Agenda item regarding the appointment of the members of the Board of Directors and the Management Control Committee, the setting of compensation and the related attendance allowance, as well as the appointment of the Board of Arbitrators;
iii) reminded those present, as announced, of the time limit for such participation, with Members kindly requested to keep their remarks to three (3) minutes;
iv) further advised the guests and other invited persons that they would not be permitted to sign up to speak;
v) advised those present that three (3) Members had signed up to speak.
Chairman Paolo Bedoni thereupon gave the floor to Member Michele Giangrande, and stated that the next person to speak would be Maurizio Zumerle. As Member Maurizio Zumerle was approaching the stage, the Chairman ceded the floor, and asked Member Michele Giangrande to kindly deliver his remarks thereafter.
<u>Remarks by Member Maurizio Zumerle</u>
Thank you, Mr Chairman. The issue I would like to speak about involves the elections to the Cattolica company bodies, because in my opinion more

clarification is needed on this issue.
To avoid rehashing previous discussions, I would propose to all Members - and I have discussed this with some people - the creation of a voting Shareholders Agreement because this is the only legal, formal, and transparent way to do so. In the Hall there are no doubt CONSOB representatives, who know that with a Shareholders Agreement people make a binding pledge. Should Members find the courage and the strength to join together, I will make myself available to make it happen and, as I said a few months ago, this is the only road leading to clarity and transparency to these elections and therefore to avoid speaking at cross purposes. This is an undertaking that as the APACA Cultural Association would carry foreword: a Voting Agreement. In my prior experience as a Bank President I was under that type of agreement, everyone played by the rules; there was no room for game-playing because the law contemplates it. So that, in my opinion, is one of the forms through which Cattolica can and should express itself.
Another aspect that I would like to emphasize, which on the other hand involves voting, is the gathering of proxies, collecting certificates, which is extremely tedious. If Cattolica has its own bank, it could manage these certificates. It doesn’t have one because there are other agreements in place, but gathering the certificates for the Annual General Meeting becomes rather complicated, with costs at times untenable. This is the reason many Members do not take part. Finding a solution for this problem would allow for greater democracy, avoiding those disasters that arose, for example, at the Bank of Vicenza or at Veneto Bank where these things, which ostensibly were in order, were always executed in a rather dodgy fashion. So, investigations may be underway or not, who knows. But I think that the way forward is the Shareholders Agreement with a regulation for the annual general meeting tickets; therefore, I would invite all those present to subscribe to this motion which we will take steps to publicize over the next few months. Thank you."
Chairman Paolo Bedoni once again took the floor, and after thanking Member Maurizio Zumerle, turned the floor to Member Michele Giangrande, and invited Member Carlo Renzo Dioguardi to prepare to speak next.
Remarks by Member Michele Giangrande
“Once again, good day to everyone.
I would like to give the reasons for, and to explain, why the Cattolica al Centro list has no longer been submitted. I believe the news has been in the national papers, and in some local ones, too, of Cattolica al Centro’s choosing not to present the list for the new Cattolica Assicurazioni Board of Directors. Cattolica al Centro is an association of Members, to be sure, but moreover it is a group of friends who together, without any self interest, have cultivated and continue to this day to believe strongly in a high-profile project founded on the principle of discontinuity. A new and different way to conceive of the company and its management in accordance with the tradition desired by our founding Members, and with deep roots in the social doctrine of the Catholic Church.

Lip service is often given to these values, yet we see few examples in daily practice. These values translate into a certain sobriety of behaviour and in social justice. Profit and loss, tempered by just compensation.

We wanted to and continue to want to have a more courageous company, one in greater solidarity with the Gospel, and thus more in tune with requests for stewardship from the surrounding community. We want discontinuity in management. A strong discontinuity.

This was the impetus for Cattolica al Centro. To reach these objectives, we have carefully broadened our donor base, trying to achieve buy-in from other worlds that we believe share our values. So, with that understanding, the list of 17 names with the two list-leaders was born. The list was signed by a significant number of Members, above and beyond what is called for by the Articles, and including all required documentary support.

I would note that the list sent to the Members for their signature included the names of the Members who had agreed to be on this list, as required, by formally signing their submission of candidacy to the Board of Directors or to the Management Control Committee. Just a few hours from the final deadline of 18th March, I received notice - via email and via PEC [certified email] - that some candidates on the Cattolica al Centro list were withdrawing their names from consideration.

Please understand that at just a few, very few hours from the deadline for submitting the list from the Members, well, there was no longer time to gather - for another, separate list - the signatures needed for submission. To put it succinctly, the actual time needed to cure the problem simply did not exist. We debated alternative solutions in the interest of the company: should we submit an incomplete list? Should we present a ‘mini list’ by filling out the second section alone? We determined the most reasonable choice, the most fair, would be to submit nothing at all. It is not a question of participating at any cost. What drives us is the project, the idea underlying our project. That is why we did not want to force our hand by throwing our hat in the ring just to do so.

We are, however, convinced that all of us, and I mean all of us, lost an opportunity for democratic exchange here at this Annual General Meeting, in terms of programmes and guidelines. Cattolica al Centro is not against any one, there's no individualism, just a desire to dive into the debate: today, that was denied us.

Cattolica al Centro has no enemies because there are no enemies. There is a different idea...there is a different conception of the company, there is a serious project grounded in discontinuity. We are quite sure that discontinuity is what is required. In fact, and this touches on what has appeared in the national newspapers, as well, I do not believe that the recommendations provided by IVASS to the Board of Directors have actually been accepted. We continue to be here, to exist, and I have no doubt that we provide a shot in the arm to the company, and that we will continue to bring our ideas, our programme, our value to the Members’ attention. All I wish for those tasked

with leading the company is balance, wisdom, and prudence in the interest of all Members.
To that end, I would like to note that the governing body runs the company at their own risk, in the interest of the company itself, taking into account the interests of all members, shareholders, employees, and all other stakeholders with the view toward creating consistent and sustainable wealth.
During this Lenten period, I hope that my dear Members and your families will have a serene and happy Easter, and I wish everyone a good continuation in the present proceedings”.
Chairman Paolo Bedoni once again took the floor, and after thanking Member Michele Giangrande and invited Member Carlo Renzo Dioguardi to take the floor.
<u>Remarks by Carlo Renzo Dioguardi</u>
“Dear Members, Board, Chairman, good afternoon.
Let’s go back to 1896. Italy as a unified country is just a few decades old, the Italian economy is more or less agricultural. There are large and small landowners. Both are at the mercy of the weather, that is, the fruit of their hard, months-long labour might be lost in a moment, perhaps with a violent storm. The larger landowners, they are not too worried, because the rich will stay rich. The smaller landowners, on the other hand, run the risk of family ruin. Thus, on 27 February a handful of persons decide, with a view toward solidarity and mutual assistance, to create something that might help the less fortunate. Thus, Cattolica Assicurazioni was born.
It was just a couple dozen people, thirty-four, if I remember correctly. Now some of you will be asking yourselves, why is he talking about something that happened a hundred and twenty years ago? Because, it is true, 120 years have passed and now I’m wondering whether these same values are still held by this company.
When the company was born, mankind, human beings were the focus, and I have to say, even if today we have 120,000 Members and times have changed, in 120 years the entire world has changed. I take a lot of pride in the fact that today we still have a cooperative, that there is still a ‘one person-one vote principle’, a per-capita vote as it is said, that it is not one capitalist Member to call the shots, and that makes me quite proud.
Our company has, over the last year, year and a half, experienced a swift acceleration, and for that we thank our CEO Mr Minali, who has made a Herculean effort to allow it to keep pace with the times. But this only makes sense if we stay true to our roots, that is, placing the Member front and centre.
Where do we find this focus on the Member? The Member is not only someone who purchased shares, he or she must have preferential rates with the policies, must be on the Boards, as someone else has already said.
These have been tempestuous years. These are years in which to carry this ship forward, in which our ‘captain’ Paolo Bedoni has steered us through the storm and into calm seas. It has not been easy.
With that I close my remarks, as I see the ‘zero zero’ in front of me. Today I

am not here to speak on my own behalf, but on behalf of the 350 persons that I, albeit not through a formal association, brought with me either in person or by proxy today, who have dedicated their time to this company because they do not believe it to be just any kind of business, but a place where a Member matters.

I will close my remarks by thanking the Chairman, and asking that these Member-centred operations continue. The technicians are useful, aren't they, because otherwise I'd be liable to go on, but let us not forget the Members.

Right, so with that hope for the future, I too wish everyone a happy Easter. Good afternoon, everyone".

Chairman Paolo Bedoni once again took the floor.

Remarks by Chairman Paolo Bedoni

"I would like to thank Member Carlo Renzo Dioguardi.

The only response I feel I need to make, with respect to the remarks by Member Michele Giangrande, is that we would limit ourselves to acknowledging what he has said, noting, to ensure the Members of the Annual General Meeting, that the provisions by the supervisory authorities were taken seriously.

In terms of the comments made by Members Maurizio Zumerle and Carlo Renzo Dioguardi, on the other hand, involving keeping the Member in mind, appreciating his or her participation, and placing the Member front and center within the company, I will say just one thing. Today marks my fourteenth Cattolica Annual General meeting as chair. If we add up the meetings I have had with Members across the region, there are more than 100, albeit not with 2,500 Members, but if we were to add up the Members taking part in the autumn meetings each year, we would get 4 or 5,000 Members. All of this was done because I felt the need right away, as did my fellow Directors, to restore the relationship with the Members.

One needs to go out into the people. By having these regional meetings, we did in fact go out into the people. In so doing, we were able to make reforms, to increase share capital, and we were able to change this company.

I say this because I would hate for us to forget that this past Fall I spurred on the directors and managers so that they might understand the need to go out into the people. Before that, it hadn't been our practice to go out into the community and amongst the Members, talking about what we were doing, about the Foundation, about the company's performance, the forecasts, the reforms. If I were to look back on the work I did over the last few years, I can proudly say that today Cattolica is present in Verona and in the community, but not just in Verona, on a national scale, because thanks to programmes like this, thanks to the Foundation's programmes, thanks to the programming from the Social Doctrine Festival, we have met quite a number of people, and so Cattolica has become a known quantity. I am very happy that everyone is contributing towards the growth of this business because what I think might be of most interest to us is to be able to show- as I have said on other occasions - that whereas before we were extras on the financial scene, now

we are leading players, we interact with the institutions, we make investments.
We want to work with others to take part in development.
Before, when I became Chairman, Cattolica was quite closed-off, quite reserved. Perhaps it was just a few, but they were worried, and because of their worries, they began to cluster into member associations, and I tried to understand the underlying cause of this fear.
Cattolica assets, as with other Institutions, were the assets of people who had invested, provided their resources, their savings, and that was no laughing matter.
Of course, as I was saying before, we developed along the way, and our pledge is to make it better day by day, but it takes no small effort to do so. Would it be enough today to have a member with one share, 10 shares, 100 shares to develop a publicly traded company? And even when we are speaking of Members, we must ask ourselves how we can qualify ourselves as Members in the near future, to avoid losing this company, this institution, because if Members don't invest in their own company, if they don't believe in it, will the equity holders believe in it? Excuse me, but I think we can all manage to ‘stay at the table’ a short while longer! This is why the commitment that we share, with me first and foremost, and with the entire Board of Directors along with me, is to figure out how the equity stakeholders might take part in the decision-making process within this company, whilst maintaining its identity, its roots, its value of relating to the model's vision; we are going to go to battle, to be sure, but one needs money to compete in the marketplace, whether you want to see growth internally or externally. I believe that today we are in a position to look towards tomorrow in a significant way, in an ethical way, and - why not - toward those opportunities that might pop up, whilst taking care to avoid mission creep. Up until now we have grown and yet we have not changed, for a good 123 years. We have to respect our history, but not survive on history. We have to have the courage to move forward, to take a chance! Today we are a company afraid of taking a risk. I said it in the meeting with the Members. Look at the institutions - they would prefer to say ‘no’ to avoid assuming any responsibility. I don't have that problem. I prefer to say ‘yes’ and to stick my neck out, to wage those battles, which might not accord with the image of the ‘buy and hold’ Member, who thought of Cattolica as 100% Veronese. We are a national company, a company that has agreements with three banks and, if we look carefully, an extraordinary network of agencies.
We have to take a moment to reflect, to be sure, but we have to bear in mind that we cannot grow whilst standing still, but by tackling the challenges the market throws our way. I could have done more, it is true, and in the future I will do further still. Thank you."
With his remarks complete, the Chairman announced the voting totals, as recorded in the electronic-voting system.
- Approval of the 2018 annual financial statements and the

accompanying reports, with consequent and correlated resolutions.
- votes cast: 2,504
- in favour 2,490
- opposed 1
- abstained 13
- non-voting 0

- Decisions relating to the remuneration policies, in compliance with the legislative and Articles of Association provisions in force.
- votes cast: 2,505
- in favour 2,474
- opposed 13
- abstained 18
- non-voting 0

- Remuneration plans based on financial instruments.
- votes cast: 2,506
- in favour 2,493
- opposed 8
- recused 5
- non-voting 0

- Authorisation to purchase and transfer treasury shares in accordance with the law, with consequent and correlated resolutions.
- votes cast: 2,514
- in favour 2,505
- opposed 7
- abstained 2
- non-voting 0

Voting on compensation for the Board of Directors and the Management and Control Committee.

The Chairman advised that as of 1:42 p.m. a total of 2,427 Members (either directly or by proxy) were in attendance;

Advised that as the voting was under way for the election of the members of the Board of Directors and the Management Control Committee, as well as for the Board of Arbitrators, the voting stations would stay open for those who had not yet made their way to the stations, and that the closing of the same would be announced thereafter.

Thereupon the voting relating to Board of Directors and Management Control Committee compensation for the 2019-2021 period, as well as the related attendance allowance fee contemplated under Art. 23.2, subpart (c) of the Articles, pursuant to the previously presented motion, and as summarised below:

- on an annual basis, Euro 980,000.00 as a global fee for 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 compensation 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 as an attendance allowance for each meeting of the corporate bodies as defined under Art. 39.4 of the Articles.

Reimbursement of expenses incurred in the exercise of one's official duties shall be in addition to the fees listed supra.

Advised that all Directors and Auditors in attendance would abstain from voting if listed on the candidate slate for either the Board of Directors or the Management Control Committee.

Kindly invited those Members, including those at the Linked Location, intending to express a vote in favour to the motion on the floor from the Board regarding compensation for the Board of Directors and the Management Control Committee to raise their blue card.

As a precaution, kindly invited all Members, including those attending from the Linked Location, intending to vote in opposition to raise their blue card.

Again, as a precaution, kindly invited all Members, including those attending from the Linked Location, intending to abstain slate to raise their blue card.

Closed voting, and after having confirmed and having others confirm that a majority of Members present voted in favour, announced that the motion had passed.

Thereupon invited the dissenting or recusing Members to head to the vote-registration system located along the sides of the hall, or at the designated station in the Linked Location in Rome, to handle all recording formalities, with the notice that the exact voting numbers would be disclosed later in the meeting.

Advised those present, as forecasted, that the voting stations for those dissenting or recusing from the vote on compensation for the Board of Directors and the Management Control Committee would remain available for the next five (5) minutes, subject to any extensions.

Members voting in favour would remain seated, if they chose.

At 1:45 p.m. the Chairman paused the Annual General Meeting to provide a further ten (10) minutes to those who had not yet voted for the members of the Board of Directors and the Management Control Committee, as well as for the appointment of the Board of Arbitrators, and invited the representatives of the ANDOS ONLUS Association, the Association to which Cattolica makes a donation every year, to the stage for a brief speech.

Remarks by Annamaria Nalini

“A special thank you to the Chairman, to the CEO, and to the entire Cattolica BOD for the support you have provided ANDOS for so many years. I want to make clear that the economic portion of your support to ANDOS we have always, over the past few years, allocated to scholarships and to breast-cancer research to be able to have doctors placed in the oncogenetic clinics where high-risk women are monitored along with their family members, since when a patient is diagnosed with a genetic mutation, naturally the entire family is checked.

I truly thank you from the bottom of my heart for what you do - we will be forever grateful - and thank you from the women of Verona and the surrounding area.
This year we will have a new project, and so I would like to turn the floor to Dr Francesca Pellini, a breast doctor from the Borgo Trento hospital, who will describe the project we have started this year. Thank you again to everyone, from the bottom of my heart".
The Chairman, after thanking Annamaria Nalini, Chairwoman of the ANDOS ONLUS Association, Verona Committee, turned the floor over to Francesca Pellini.
Remarks by Francesca Pellini
"Hello everyone. I bring greetings and gratitude from the ANDOS Scientific Commission, which I chair.
As Annamaria just said, the resources we have had were invested into research projects for young doctors who deal with treating breast tumours. For this year, on the other hand, the objective was to invest in a way to fight alopecia triggered the chemotherapy utilised for the women receiving this treatment. Imagine: every year about 750 patients are operated on, and approximately half of these will be able to have that benefit. Thus, the investment for the next two years approximately will be to use and to have that protection: for that, I thank you on behalf of the entire Commission".
The Chairman, after thanking Dr Francesca Pellini, called the meeting back to order and announced the exact voting numbers, as recorded in the electronic-voting system, with respect to:
Resolution for FY2019-2021 of compensation for members of the Board of Directors, and the Management and Control Committee, as well as the attendance allowance
- votes cast: 2,427
- in favour 2,408
- against 5
- abstained 14
- non-voting 0

- Appointment of the Board of Directors and the Management and Control Committee
- votes cast: 2,843
- in favour 2,771
- opposed 28
- abstained 44

- Appointment of the Board of Arbitrators
- votes cast: 2,846
- in favour 2,783
- opposed 16
- abstained 47

The Chairman therefore stated that, in accordance with applicable statutes and regulations, the following parties were elected for the 2019-2021 three-year

period:
- as Members of the Board of Directors:
1. Paolo Bedoni , born in Oppeano (VR) on 19 December 1955;
2. Alberto Minali, born in Verona (VR) on 24 August 1965;
3. Barbara Blasevich, born in Mantua (MN) on 21 September 1966;
4. Piergiuseppe Caldana, born in Brescia (BS) on 20 July 1963;
5. Bettina Campedelli, born in Verona (VR) on 28 March 1962;
6. Luigi Castelletti, born in Ferrara di Monte Baldo (VR) on 19 April 1955;
7. Chiara de' Stefani, born in Padua (PD) on 23 February 1965;
8. Rosella Giacometti, born in Rome (RM) on 18 September 1965;
9. Alessandro Lai, born in Mantua (MN) on 10 January 1960;
10. Carlo Napoleoni, born in Rome (RM) on 13 August 1967;
11. Aldo Poli, born in Pavia (PV) on 24 March 1942;
12. Pierantonio Riello, born in Venice (VE) on 31 October 1959;
13. Anna Strazzera, born in Bologna (BO) on 04 March 1959;
14. Eugenio Vanda, born in Messina (ME) on 11 July 1967.

- as Members of the Management and Control Committee

15. Giovanni Glisenti, born in Milan (MI) on 04 September 1956;
16. Cesare Brena, born in Verona (VR) on 11 January 1965;
17. Federica Bonato, born in Conegliano (TV) on 25 November 1955.

The Chairman further stated that, in accordance with applicable statutes and regulations, the Board of Arbitrators for the 2019-2021 three-year period would be as follows:

Auditors

1) Pietro Clementi, born in Verona (VR) on 09 February 1934;
2) Antonino Galice, born in Seren del Grappa (BL) on 15 June 1931;
3) Flavio Gnecchi, born in Brescia (BS) on 15 March 1956;

Substitute Auditors

4) Sergio Caneparo, born in Biella (BI) on 17 October 1947;
5) Alberto Castagnetti, born in Alessandria (AL) on 11 July 1964.

At this point the Chairman noted that at 4:10 p.m. 2,283 Members were in attendance, either in person or by proxy, and before adjourning the meeting he thanked, along with Chief Executive Officer Mr Alberto Minali, the Members for attending, as well as the staff for their work, as well as everyone working behind the scenes and at the off-site locations.
The Annual General Meeting thus adjourned at 2:10 p.m.
From the Annual General Meeting Secretariat, I as notary received, as requested by Chairman Paolo Bedoni, that they might be annexed to the instant minutes, the following documents:
a) notice of meeting (Annex A);
b) the list of members participating (either in person or by proxy) at the Annual General Meeting, with a notation of their participating and voting on the agenda items other than corporate officers (Annex B);
C) list of the names of all members present during voting for the election of

the members of the Board of Directors and the Management Control Committee as well as the appointment of the Board of Arbitrators, the voting members and the votes as expressed, dissenting members, recusing members, and non-voting members, as well as members who previously stepped away (Annex C);
d) the financial statements along with the Board of Directors Report, the report from the Board of Statutory Auditors, the auditing firm's report, the Balance Sheet, Profit & Loss Statement, and the supplemental note (Annex D);
e) documentation subject to review over the course of the Annual General Meeting, and specifically (i) the Board of Directors' report on the Agenda items for the Annual General Meeting, including the informational document regarding the long-term incentive plan, the report on the motion to authorise the purchase and transfer of treasury shares, the report on the election of the members of the Board of Directors and the Management Control Committee, and setting their respective compensation, as well as the report on the election of the Board of Arbitrators (Annex E); ii) the remuneration report (Annex E.1); (iii) the report from the Board of Statutory Auditors on the motion to authorise the purchase and transfer of treasury shares (Annex E.2);
f) slides presented as a visual aide for the CEO's presentation (Annex F).
These documents, with a waiver of reading provided to me as Notary by the Chairman, Paolo Bedoni, will be - as stated *supra* - annexed to the instant minutes, becoming an integral and substantive part thereof, each one labelled as delineated *supra*.
Paolo Bedoni, in his official role, acknowledged that he had been advised by me, as Notary, pursuant to Art. 13 of EU Regulation no. 2016/679, the GDPR, and that he wished to provide consent to the processing of his personal data for all legal purposes.
This concluded the meeting minutes.
Having been requested to do so, I, as Notary. officially received these minutes, typewritten by me on thirty-three sheets, for a total of seventy-five pages, which I have read to the party appearing before me, who thereupon approved the same, signing in acknowledgement whereof along with me in the margin of the other sheets, and on the annexes, at the time of 2:15 p.m.
Signed by Paolo Bedoni
Signed by Maria Maddalena Buoninconti - Notary - Seal