

**NOTICE OF THE SHAREHOLDERS' MEETING**

**SOCIETÀ CATTOLICA DI ASSICURAZIONE**

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

**Registered office in Verona, Lungadige Cangrande n. 16**

**Tax code and registration number in the Companies' Register**

**of Verona 00320160237 - Register of Cooperative**

**Companies no. A100378 Registered in the register of**

**Insurance Companies under no. 1.00012**

**Parent of the Cattolica Assicurazioni Insurance Group, registered with the**

**Insurance Groups Register under no. 019**

**Share capital Euro 522,881,778.00 fully paid-up and existing**

**NOTICE OF THE ORDINARY SESSION OF THE SHAREHOLDERS' MEETING**

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

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

In compliance with the provisions of Art. 30 of the By-laws, as referred to temporarily by paragraph 60.3, the Board of Directors has established, for the second call, to arrange the

activation of a remote connection from the structure indicated below, which shall be equipped with the necessary safeguards to guarantee the identification of Shareholders and the exercise of procedural and control powers by the Chairman of the Shareholders' Meeting.

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

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In compliance with current legislation, at the registered office, Borsa Italiana SpA, on the storage mechanism authorised by CONSOB called “eMarket-Storage”, managed by Spafid Connect S.p.a. and which can be accessed from the site <http://www.emarketstorage.com>, and on the Company's “Corporate” website <http://www.cattolica.it/home-corporate> under the “Governance” section, documentation relating to the Shareholders' Meeting shall be made available to the public, including the explanatory reports of the Board of Directors on items on the agenda and the relevant proposals for resolutions, and in particular:

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

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

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

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

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

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

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

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

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

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

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

The lists are divided into two sections, in each of which the candidates are ordered in progressive number. The first section of the list includes candidates for the office of Director who are not candidates for the position of member of the Management Control Committee. The second section of the list includes candidates for the position of Director as well as candidates for the position of member of the Management Control Committee. Candidates from the second section of the list must meet the requirements stated in section 31.1 of the By-laws. At least one candidate from the second section of the lists must be a statutory auditor registered in the relevant Register.

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

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

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

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

Subject to the obligation to produce the certification relating to the ownership of shares held in accordance with the provisions of the law and regulations in force, submitting Shareholders must, simultaneously with the deposit, sign the list; each subscription is accompanied by a photocopy of a valid identity document.

Together with each list, within the deadline for filing the latter specified *below*, the statements with which individual candidates accept their candidacy and certify, under their own liability, the non-existence of causes of ineligibility and incompatibility (in addition to meeting the requirements prescribed by current legislation and by the By-laws to hold the position of Company Director must be filed at the registered office.

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

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

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

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

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

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

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

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

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

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With the methods and within the limits established by current law, a number of Shareholders of no less than one fortieth of the total number, which document, according to current regulations, to be the holders of the minimum number of shares required, in accordance with Articles 18 and 59 of the By-laws, to exercise rights other than those related to equity, may require the inclusion of the list of matters to be discussed in the Shareholders' Meeting resulting from the call notice, stating in the request the additional topics proposed or submit resolution proposals on items already on the agenda. The subscription by each Shareholder of the request must be accompanied by a photocopy of a valid identity document.

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

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

Verona, 7 March 2019

The Chairman  
(Paolo Bedoni)