

## NOTICE CALLING A MEETING

### SOCIETÀ CATTOLICA DI ASSICURAZIONE

**Società Cooperativa [co-operative or mutual company set up under Italian law]**

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

**Tax identification and registration number in the Verona Companies Register**

**00320160237 - Cooperative Companies Register No. A100378**

**Listed in the Register of Insurance Companies at 1.00012**

**Parent Company of the Gruppo Assicurativo Cattolica Assicurazioni, registered in  
the Register of Insurance Groups under No. 019**

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

### CALL OF ORDINARY AND EXTRAORDINARY GENERAL MEETING

The Shareholders are called to an Ordinary and Extraordinary General Meeting, at the registered office in Verona, Lungadige Cangrande No. 16, at 9:00 am on Thursday 30 July 2020 or, **at second call**, if the quorum is not reached on that day, **at 9:00 am on Friday 31 July 2020**, again at the registered office in Verona, Lungadige Cangrande No. 16, to discuss and pass resolution on the following agenda:

#### **Ordinary Part**

1. Appointment of a member of the Board of Directors.

#### **Extraordinary Part**

1. Articles of Association: Proposed amendments to Articles 9, 19, 22, 25, 28, 29, 30, 33, 34, 36, 46 and 59. Resolutions pertaining thereto and consequent thereon.
2. Proposed conversion into a public limited company and the consequent adoption of a new text for the Articles of Association: resolutions pertaining thereto and consequent thereon.

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#### **SHARE CAPITAL**

Please note that the subscribed and fully paid-up share capital on the date of this notice

of call amounts to €522,881,778.00 and is represented by 174,293,926 shares. Again as at the date of this notice of call, the Company holds 7,215,810 treasury shares.

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### **PARTICIPATION IN THE MEETING**

Pursuant to the law and the Articles of Association, members may participate and vote at the General Meeting, without physical access to the venue and exclusively by the methods set out below, if said members have been listed in the Members' Register for at least ninety days and the authorised intermediary, at which the shares are deposited, has sent the Company the specific notice required by current legislation certifying their ownership of the shares at least two days before the date set for the first call.

Pursuant to the Articles of Association, the Members listed in the Members' Register for at least 90 days before the General Meeting at first call may participate in the General Meeting provided that the above notice attests ownership of at least three hundred shares.

Members in possession of shares not yet dematerialised in accordance with current laws must provide for their delivery to an authorised intermediary, in sufficient time to complete the dematerialisation procedure provided for therein and to send the notification provided for by the current legislation indicated above.

Each Member shall be entitled to one vote, regardless of the number of shares owned. The number of the Members listed in the Members' Register for at least ninety days from the date of first call is 18,691.

It should be noted that, in view of the emergency linked to the Covid-19 epidemic and for the purposes of maximum protection and safety of Members, as permitted by Article 106, Decree Law No. 18 of 17 March 2020 "containing measures to strengthen the National Health Service and economic support for families, workers and companies connected with the epidemiological emergency by COVID-19" (the so-called "Cura Italia Decree"), Members are entitled to intervene at the Meeting, without physical access to the meeting venue, exclusively through the Designated Representative ex Article 135-undecies of Legislative Decree No. 58 of 24 February 1998 (the "Designated Representative" and the Consolidated Law on Finance -"TUF" in the Italian acronym), according to the procedures set out below.

Participation in the General Meeting of the members of the corporate bodies, the

Secretary and the Designated Representative, as well as any other parties authorised to do so by the Chairman of the Board of Directors, in compliance with the measures to contain the Covid-19 epidemic provided for by applicable legal provisions, may also take place, if necessary, through the use of remote connection systems that guarantee the identification, in accordance with the applicable rules for such an event.

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**PARTICIPATION AND VOTING IN THE GENERAL MEETING THROUGH THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135 - UNDECIES OF THE TUF**

Members with voting rights who intend to participate in the General Meeting must be represented, free of charge (subject to any costs of sending the proxy) by the Designated Representative, granted a proxy containing voting instructions on all or some of the items on the agenda.

The proxy to the Designated Representative must be granted by the 2nd day before the date of the Meeting at first call and therefore by 28 July 2020, by the methods indicated and using the specific form which will be available on the Company's "Corporate" website. <http://www.cattolica.it/home-corporate> in section "Governance", also showing the methods that may be used to grant and transmit the proxy and to revoke, within the same deadline, the proxy and any voting instructions that may have already been granted.

It should be noted that such delegation will only take effect on proposals for which voting instructions are given.

**The Company has identified Computershare S.p.A. as its Designated Representative, with registered office at Via Mascheroni 19, Milan.**

The proxy granted to the Designated Representative pursuant to Article 135-*undecies* of the TUF, containing voting instructions, together with a copy of a valid identity document – and in the case of a delegating legal entity, a document proving the powers for the granting of the proxy – must be sent to Computershare S.p.A. by certified email or ordinary email to: [cattolica@pecserviziotitoli.it](mailto:cattolica@pecserviziotitoli.it), or by registered letter with return receipt to the headquarters of Computershare S.p.A., Via Nizza n. 262/73, 10126 Turin.

As permitted by the aforementioned Article 106 of the Cura Italia Decree, the same Designated Representative may also be granted powers and/or sub-powers pursuant to Article 135-*novies* of the TUF, in derogation from Article 135-*undecies*, paragraph 4, of the TUF, using the form which again is available on the Company's website and within the deadline indicated therein.

In particular, the possibility for one Member to grant a proxy to another Member remains valid, however, no proxy may represent more than five Members. Powers of representation may not be granted to members of the Board of Directors or employees of the Company, or to companies controlled directly or indirectly by the Company, or to members of the administrative and control body and employees of the latter body. In such case, the Shareholder shall also grant the Designated Representative, in addition to his/her proxy, that or those he/she has been granted by other Members, with the support of the relevant documentation.

The forms that may be used to delegate the power to participate at the General Meeting can be found on the Company's "Corporate" website <http://www.cattolica.it/home-corporate> in section "Governance" and will in any event be sent to all the entitled Members together with the notice of call for the meeting.

The Designated Representative will be available for clarification or information at +39 02 124128 810 from 10:00 am to 1:00 pm and from 2:00 pm to 5:00 pm, Monday to Friday, or at the address [cattolica@pecserviziotitoli.it](mailto:cattolica@pecserviziotitoli.it).

It should be noted that there are no postal or electronic voting procedures for the General Meeting.

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### **REQUESTS CONCERNING AGENDA ITEMS**

Given that participation in the General Meeting is provided exclusively through the Designated Representative, those entitled to vote may ask questions about the items on the agenda before the General Meeting, by sending a registered letter with return receipt to Società Cattolica di Assicurazione - Società Cooperativa – Servizio Soci, Lungadige Cangrande 16, 37126 Verona, or by certified email to: [serviziosoci@pec.gruppocattolica.it](mailto:serviziosoci@pec.gruppocattolica.it) (with an indication, in the subject of the email, of

the wording “General Meeting - questions on agenda items”), taking care to specify which item on the agenda the question refers to.

Applications must be received by the company by 21 July 2020 at the latest.

Only questions that are strictly relevant to the items on the agenda will be considered.

The requesting person must provide their personal details (surname and first name or corporate name in the case of a legal person, place and date of birth and tax identification code) and documentary proof, according to current legislation, of the ownership of the minimum number of shares required, pursuant to Article 18 of the Articles of Association, for the exercise of rights other than economic rights.

Questions received by the stated deadlines that are relevant to the agenda and comply with the procedures, terms and conditions indicated above, will be answered by 26 July 2020 by publication on the Company's website, with the option to provide a single response to questions of similar content.

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### **ADDITION OF ITEMS TO THE AGENDA AND SUBMISSION OF NEW PROPOSALS FOR RESOLUTIONS**

By the procedures and within the limits established by current legislation, one fortieth of the Members holding voting rights, or the Members representing at least one fortieth of the share capital – who prove by documentation in accordance with current laws, ownership of the minimum number of shares required pursuant to Article 18 of the Articles of Association for the exercise of non-economic rights – may request additions to the list of agenda items to be discussed at the General Meeting by stating the proposed additional proposed items in the request, or may submit proposals for resolutions on matters already on the agenda. The signature of each requesting Member must be accompanied by a photocopy of a valid identity document.

The request must be sent to the Company's headquarters within ten days of the publication of this notice (i.e. by 10 July 2020) by registered letter with return receipt, addressed to Società Cattolica di Assicurazione - Società Cooperativa – Servizio Soci, Lungadige Cangrande 16, 37126 Verona, or by certified email to: [serviziosoci@pec.gruppocattolica.it](mailto:serviziosoci@pec.gruppocattolica.it). Within that same period, members requesting additions to the agenda must also prepare a report stating the reasons for the proposals for resolutions on the matters that they put forward for discussion or the reasons for the

additional proposals for resolutions submitted on matters already on the agenda.

Any additions to the agenda shall be made public at least fifteen days before the date set for the General Meeting at first call (and therefore by 15 July 2020) in the same form as those provided for the publication of this notice.

Similarly, reports prepared by the Members requesting additions to the agenda, accompanied by any assessments by the Board of Directors, will be made available to the public in the same form and according to the same procedures as for other General Meeting documentation.

In addition to the above, given that participation at the General Meeting is solely through the Designated Representative, members entitled to attend the meeting that intend to formulate individual motions for resolutions on the items on the agenda are invited to submit them in advance by 13 July 2020.

These proposals - after verifying that they are relevant to the items on the agenda of the General Meeting - will be published on the Company's website by 15 July 2020, to enable Members entitled to vote to express their opinion even in relation to these new proposals in full knowledge of the circumstances and to allow the Designated Representative to collect voting instructions on said additions, if any.

In this case also, the requesting Member shall produce suitable documentation proving, according to current legislation, the right to attend the General Meeting and the granting of a proxy to the Designated Representative for participation in the General Meeting.

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### ***RIGHT OF WITHDRAWAL***

The conversion of Società Cattolica di Assicurazione – Società Cooperativa into a public limited company entails the right of withdrawal for those who do not intend to approve the relative resolution.

Withdrawal must be exercised by sending a specific notice to the Company by registered letter with return receipt to the Company's registered office, within 15 days of the date on which the resolution on conversion is entered in the Company Register; this date will be announced by means of a press release and a notice published in the MF newspaper and on the Company's "Corporate" website. <http://www.cattolica.it/home-corporate> in section “Governance”.



Shares for which the right of withdrawal is exercised may not be subject to any act of disposal.

The liquidation value of the Cattolica shares which may be subject to withdrawal, was determined as €5,470 per share in accordance with the provisions of Article 2437-ter, paragraph 3, of the Italian Civil Code, referring to the arithmetic average of the closing prices in the six months preceding the publication of this notice calling the General Meeting.

The validity and hence the implementation of the resolution on conversion shall be subject to the condition that the number of shares subject to exercise of the right of withdrawal does not exceed the limit of 20% minus one share of the total shares issued by the Company and therefore representing the total share capital on the date of the conversion resolution. The Company may in any case waive the above conditions within 30 days of expiry of the deadline for exercise of the right of withdrawal.

Moreover, the above is without prejudice and subject to any orders and authorisations from the Supervisory Authorities prescribed by current legislation.

Further information on the exercise of the right of withdrawal will be made public, in compliance with the deadlines established by applicable legislation, by the procedures indicated above.

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### **DOCUMENTATION AND ADDITIONAL INFORMATION**

In accordance with applicable legislation, at the registered office, Borsa Italiana S.p.A., on the storage system authorised by CONSOB called “eMarket-Storage”, managed by Spafid Connect S.p.A. and accessible from <http://www.emarketstorage.com> and on the Company's "Corporate" website <http://www.cattolica.it/home-corporate>, in the “Governance” section, the documentation relating to the General Meeting will be made available to the public, in accordance with the deadlines and procedures and down by law.

Members may inspect the above documentation filed at the registered office and obtain a copy thereof.

Further information on the rights that may be exercised by members is available to the

Company <http://www.cattolica.it/home-corporate> in the section "Governance", and any requests may be made to [serviziosoci@pec.gruppocattolica.it](mailto:serviziosoci@pec.gruppocattolica.it).

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With regard to the appointment of a director to replace a director who has left office (who is not a member of the Management Control Committee), it should be noted that the procedure followed is that pursuant to Article 34 of the Articles of Association and the slates submitted must contain only one candidate, without gender constraints.

Applications may be submitted by the Board of Directors or by the Members.

In accordance with the Company's Articles of Association, the Board of Directors will submit a candidacy, filed at the Company's registered office by the twenty-fifth day prior to the date set for the Shareholders' Meeting at first call and therefore, having regard to the schedule for the current year, by 6 July 2020.

With regard to the submission of candidacies, on the basis of slate, by the Members, it is recalled that, pursuant to paragraph 32.4 of the Articles, they may be submitted by at least 1/80 of the Members with voting rights, regardless of the percentage of share capital held in total or by several Members with voting rights who, alone or together with other Members with voting rights, own shares representing at least 1/40 of the share capital.

Without prejudice to the obligation to produce the certification relating to the ownership of the shares in accordance with the current legal and regulatory provisions, the nominating members must, at the same time as filing, sign the slate and each signature must be accompanied by a photocopy of a valid identity document.

Within the deadline for filing slates at the Company's registered office as set out below, each slate must be accompanied by declarations in which individual candidates accept their candidacy and confirm, under their own responsibility, that there are no grounds for ineligibility or incompatibility, and that they meet the requirements established by applicable legislation and the Articles of Association for the office of Director of the company.

In this regard and to the extent necessary, reference should be made, in addition to the applicable legislation and the provisions of the Articles of Association, to the guidelines



on the qualitative and quantitative composition of the administrative body, which can be found on the "Corporate" website of the Company. <http://www.cattolica.it/home-corporate>, without prejudice to the new provisions of paragraphs 29.2 and 30.1 of the Articles of Association, as approved by the General Meeting of 27 June 2020, which, on the date of this notice calling the meeting, have been submitted to the statutory Supervisory body for the prescribed authorisation.

Candidacies must be accompanied by comprehensive information on the candidate's personal and professional attributes, including if applicable, fulfilment of the independence requirements provided for in the combined provisions of Article 147-ter, paragraph 4, and Article 148, paragraph 3, of Legislative Decree 58/1998, and the Corporate Self-governance Code for Listed Companies.

The slates must be filed, together with all the ancillary documentation requested, at least 25 days prior to the date on which the General Meeting will be held at first call, and therefore, having regard to the calendar for the current year, by 6 July 2020 by certified email to: [serviziosoci@pec.gruppocattolica.it](mailto:serviziosoci@pec.gruppocattolica.it) or by filing with the Members' Services office.

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This notice of call shall be published on the Company website on 30 June 2020 and on Borsa Italiana S.p.A. and on the storage system authorised by CONSOB entitled "eMarket-Storage" and, as an excerpt, in the newspaper "Italia Oggi".

Verona, 30 June 2020

The Chairman  
(Paolo Bedoni)