

SOCIETÀ CATTOLICA DI ASSICURAZIONE– SOCIETÀ COOPERATIVA ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 30/31 JULY 2020

First call: 30 July 2020 at 9:00 am - **Second call: 31 July 2020 at 9.00 am. (*)**

CONFERRAL OF PROXY ()**

I, the undersigned,

born on: ___ / ___ / ____, tax identification _____

as:

Shareholder of Società Cattolica di Assicurazione

legal representative of _____
(name of the entity/company)

tax identification/VAT No. _____, Shareholder of Società Cattolica di Assicurazione

and holder of shares No. _____ deposited with the bank _____

APPOINT AS PROXY THE SHAREHOLDER

_____ born on: ___ / ___ / ____,
tax identification _____

to represent me to participate and vote at the Extraordinary and Ordinary Shareholders' Meeting of Società Cattolica di Assicurazione – Società Cooperativa as above, hereby fully approving said proxy's actions.

I attach a copy of the identity document and document (mandate/resolution of the Board of Directors) or a copy of the certificate of incorporation attesting to the powers of representation on behalf of the legal entity

The proxy must appoint as replacement Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19, Representative appointed by Società Cattolica di Assicurazione – Società Cooperativa pursuant to Article 135-undecies of Legislative Decree No. 58/1998

Signature _____

Place and date _____

() It should be recalled that, pursuant to the Decree-Law on measures for the enhancement of the national health service and economic support for families, workers and companies connected to the epidemiological emergency caused by COVID-19 approved by the Council of Ministers on 16 March 2020 and published in the Official*

Gazette on 17 March 2020, as well as the information provided in the notice calling the Shareholders' Meeting of Società Cattolica di Assicurazione – Società Cooperativa. of 30 and 31 July 2020, respectively, first and second call, published by the Company on 30 June 2020, entitled Shareholders may participate in the Meeting, without access to the meeting venue, exclusively by proxy conferred on the Designated Representative pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1998.

*(**) The proxy will be validly accepted at the Shareholders' Meeting only on condition that the company has received, by the start of the meeting proceedings, a specific communication from the intermediary concerning the actions indicated in this proxy form.*

* * *

INFORMATION ON THE PROCESSING OF PERSONAL DATA

The personal data, necessary for participation in the Shareholders' Meeting, are processed and will be used for purposes strictly related to the fulfilment of the requirements of shareholders' meetings and companies, and also deriving from legal obligations, including those instrumental to them and referred to the communication of data thus collected to the control and supervisory bodies and other public administrations.

The processing is carried out through computerised procedures and paper documents by the Data Controller directly and through persons authorised to process them. Personal data and the documents presented containing them shall be kept by the Data Controller for the time necessary to fulfil the purposes for which they were collected, and in any case for the time necessary to fulfil contractual obligations and those arising from laws and regulations. The Data Controller is the Società Cattolica di Assicurazione - Società Cooperativa, based in (37126) Verona, Lungadige Cangrande 16. The data subject can assert his/her rights by contacting the Data Controller and on its behalf the Data Protection Officer (DPO) of the Catholic Group based in (37126) Verona, Lungadige Cangrande, 16, email dpo@cattolicaassicurazioni.it, as expressed by Articles 15 ff. of European Regulation 2016/679 of the European Parliament and of the Council.

* * *

RESOLUTIONS PUT TO THE VOTE	VOTING INSTRUCTIONS		
	<i>(F) For; (C) Against; (A) Abstained</i>		

Ordinary Part

1. Appointment of a member of the Board of Directors.			<i>VOTING INSTRUCTIONS</i>		
Section A – vote “for” the Slate (or proposal) with the number to be indicated in the adjacent box or Against or Abstained for all Slates (1)			<i>N.....</i>	<i>C</i>	<i>A</i>
Sections B and C		<i>Conf</i>	<i>Rev</i>	<i>VOTING INSTRUCTIONS Form</i>	
B – vote for unknown circumstances (3)	<i>Conf</i>	<i>Rev</i>	<i>F</i>	<i>C</i>	<i>A</i>
C – vote for amendment/addition presented at the meeting by the chairman of the meeting (4)	<i>Conf</i>	<i>Rev</i>	<i>F</i>	<i>C</i>	<i>A</i>

Extraordinary part

1. Articles of Association: proposed amendments to Articles 9, 19, 22, 25, 28, 29, 30, 33, 34, 36, 46 and 59. Related and consequent resolutions.			<i>VOTING INSTRUCTIONS</i>		
Section A – vote by resolution proposed by the management body (1)			<i>F</i>	<i>C</i>	<i>A</i>
Section A2 – vote for proposal published pursuant to Article 126-bis of TUF (2)			<i>F</i>	<i>C</i>	<i>A</i>
Sections B and C		<i>Conf</i>	<i>Rev</i>	<i>VOTING INSTRUCTIONS Form</i>	
B – vote for unknown circumstances (3)	<i>Conf</i>	<i>Rev</i>	<i>F</i>	<i>C</i>	<i>A</i>
C – vote for amendment/addition presented at the meeting by the chairman of the meeting (4)	<i>Conf</i>	<i>Rev</i>	<i>F</i>	<i>C</i>	<i>A</i>

2. Proposed conversion to a public limited company and the consequent adoption of a new text in the Articles of Association: resolutions pertaining thereto and consequent thereon.			<i>VOTING INSTRUCTIONS</i>		
Section A – vote by resolution proposed by the management body (1)			<i>F</i>	<i>C</i>	<i>A</i>
Section A2 – vote for proposal published pursuant to Article 126-bis of TUF (2)			<i>F</i>	<i>C</i>	<i>A</i>
Sections B and C		<i>Conf</i>	<i>Rev</i>	<i>VOTING INSTRUCTIONS Form</i>	
B – vote for unknown circumstances (3)	<i>Conf</i>	<i>Rev</i>	<i>F</i>	<i>C</i>	<i>A</i>
C – vote for amendment/addition presented at the meeting by the chairman of the meeting (4)	<i>Conf</i>	<i>Rev</i>	<i>F</i>	<i>C</i>	<i>A</i>

Signature _____

Place and date _____

(1) The resolutions proposed to the shareholders' meeting, summarised below, are shown in the Reports published on the Company's website on the Company's "Corporate" website <http://www.cattolica.it/home-corporate> in the "Governance" section. The vote was taken by ticking the box chosen between F (for), C (against) or A (abstained). With reference to item 1 on the ordinary part of the Shareholders' Meeting agenda, a vote "for" is

expressed by entering the identification number of the Slate (obtained from the company's website) to which the vote is to be awarded.

- (2) Section A2, where present, collects voting instructions if, within the deadline and where permitted, an **alternative, complementary or supplementary** resolution proposal is submitted and published by the administrative body. The Shareholder with proxy will cast a vote on each of the proposals which will be put to vote at the shareholders' meeting according to the instructions given, as the Grantor has sole responsibility for expressing voting wishes consistent with any (alternative or complementary) proposals that are published.
- (3) If resolutions not provided for in proposals published by the legal deadline are put to the vote, the Shareholder with proxy may not cast any vote without instructions. Therefore, in the event that significant circumstances arise that amend or supplement the proposals published, not known at the time of granting the proxy which cannot be communicated to the Grantor and which may change the latter's voting intentions, the delegating may provide advance voting instructions in Sections B and C by choosing between: **Conf** (confirmation), **Rev** (revocation) or **Mod** (amendment) of the voting instruction already given. If no choice is made, the Section A voting instructions are deemed confirmed. In particular, if a resolution **replacing** that published is submitted to the shareholders' meeting and put to the vote (or an **alternative** resolution if the original resolution fails to obtain the majority of votes necessary for its approval) the Grantor may set out in Section C voting instructions replacing or supplementing those in Section A.
- (4) Voting instructions given in relation to the various characteristics of the proposer indicated in Section C may also be identical to each other, but shall only bind the Shareholder with proxy to cast a vote if the proposer meets the requirements indicated in the relevant instruction. Failing a proposed resolution of the administrative body, the shareholders' meeting will be called on to approve a supplementary proposal presented at the shareholders' meeting. Voting instructions are therefore collected by the Shareholder with proxy in Section C as the sole expression of vote on the proposals submitted by the person indicated therein.