

NOTICE OF CALL

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

CALLING OF AN EXTRAORDINARY SHAREHOLDERS' MEETING

Following a request received by the Company from a group of Shareholders, representing a total of 2.506% of the share capital, pursuant to Articles 2367 of the Italian Civil Code and 22.2 of the Articles of Association, the Shareholders are called to an Extraordinary General Meeting at the registered office in Verona, Lungadige Cangrande 16, at 8.30 a.m. on Friday 6 March 2020, or, at a second call, if there is no quorum on that day, at 9.00 a.m. on Saturday 7 March 2020, at Via Germania 33, Verona, to discuss and pass resolution on the following agenda items as proposed by the aforementioned Shareholders:

- New corporate governance rules: amendments, deletions and supplements to Articles 1, 22, 23, 24, 27, 29, 30, 31, 32, 33, 37, 38, 39, 40, 41, 43, 46, 47, 48 and 59 of the Articles of Association. Related and consequent resolutions.

In accordance with the provisions of Article 22.7 of the Articles of Association, the Board of Directors has established, for the second call, to provide for the activation of a remote connection from the structure indicated below which will be equipped with the safeguards necessary to ensure the identification of the Shareholders and the exercise of the preemptory and supervisory powers of the Chairman of the Shareholders' Meeting:

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

This remote connection, pursuant to the aforementioned provision of the Articles of Association, will allow shareholders admitted to participate in the Shareholders' Meeting, in accordance with the law and the Articles of Association and equipped with an admission ticket, who do not intend to travel to Via Germania 33, Verona to take part in the discussion, to follow the proceedings of the

meeting live and to cast their vote at the time of voting.

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In accordance with applicable legislation, at the registered office, at Borsa Italiana S.p.A., on the storage mechanism authorised by CONSOB called “eMarket-Storage”, managed by Spafid Connect S.p.A. and accessible from the website <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 Shareholders’ Meeting is made available to the public, and specifically, pursuant to Article 125-ter paragraph 3, Legislative Decree No. 58/1998, the report on the matter to be discussed prepared by the Shareholders requesting the calling of the Shareholders' Meeting and the relevant evaluations of the Board of Directors.

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

It is recalled that, pursuant to the law and the Articles of Association, Shareholders listed in the shareholders’ register for at least ninety days – for which the authorised intermediary, with which the shares are deposited, has sent the Company the specific notice provided by current legislation certifying the ownership of the shares at least two days before the date set for the first call – may attend and vote at the Shareholders’ Meeting; a copy of the said notice, which the intermediary is required to make available to the requester, may be used to confer representation to participate in the Shareholders' Meeting by signing the proxy form that may be included below. A form that can be used to grant a proxy to attend the Shareholders' Meeting is however sent to all entitled Shareholders together with the notice of meeting. It is also available on the Company's "Corporate" website. <http://www.cattolica.it/home-corporate> in the “Governance” section. Pursuant to the Articles of Association, the Shareholders listed in the Shareholders' Register for at least 90 days before the Shareholders' Meeting at first call may attend the Shareholders' Meeting provided that the above notice attests ownership of at least three hundred shares.

A Shareholder may, by proxy, represent another Shareholder; however, no proxy may represent more than five Shareholders. 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.

It should be noted that, pursuant to Article 3 of the current Shareholders' Meeting Rules, proxies must be presented in their original form and be accompanied by a photocopy of a valid identity document of the appointing party.

Each Shareholder shall be entitled to one vote, regardless of the number of shares owned.

The number of the Shareholders listed in the Shareholders' Register for at least ninety days from the date of first call is 18,196.

Shareholders 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.

Please note that the subscribed and fully paid-up share capital amounts to €522,881,778.00 on 16 January 2020 and is represented by 174,293,926 shares. As at the date of this notice of call, the Company holds 7,036,907 treasury shares.

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By the methods and within the limits established by current legislation, one fortieth of the Shareholders holding voting rights, or the Shareholders representing at least one fortieth of share capital – that document, in accordance with current laws, the ownership of the minimum number of shares required, pursuant to Article 18 of the Articles of Association, for the exercise of non-property rights – may request that the list of matters to be discussed at the Shareholders' Meeting be supplemented as indicated in the notice of call, indicating in the request the additional proposed items, or may submit proposals for resolutions on matters already on the agenda. The signature of each requesting Shareholder must be accompanied by a photocopy of a valid identity document.

The request must be received at the company's registered office within ten days of the publication of this notice (i.e. by 1 February 2020) by registered letter or certified e-mail to serviziosoci@pec.gruppocattolica.it. Within that same period, shareholders requesting to add 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.

This notice of call shall be published on the Company website on 17 January 2020 and on Borsa Italiana S.p.A. and on the storage mechanism authorised by CONSOB entitled "eMarket-Storage" and, as an excerpt, in the newspaper "Italia Oggi" on 22 January 2020.

Verona, 17 January 2020.

The Chairman
(Paolo Bedoni)