

**SOCIETA' CATTOLICA DI ASSICURAZIONE - SOCIETA' COOPERATIVA
EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING 2020**

First call: 26 June 2020 at 9:00 am - **Second call 27 June 2020 at 9.00 am. (*)**

CONFERRAL OF PROXY ()**

I, the undersigned,

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

as:

- Shareholder of Società 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 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 representative 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 26 and 27 June 2020, respectively, first and second call, published by the Company on 19/05/2020, 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@Catholicaassicurazioni.it, as expressed by Articles 15 *ff.* of European Regulation 2016/679 of the European Parliament and of the Council.

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

EXTRAORDINARY PART

1. Articles of Association: amendments to Articles 23, 29, 30, 32, 33, 37, 38, 39, 40, 41, 42, 46 and 59. Related and consequent resolutions.			VOTING INSTRUCTIONS		
<i>Section A</i> – vote by resolution proposed by the management body <i>(1)</i>			<i>F</i>	<i>C</i>	<i>A</i>
<i>Section A2</i> – vote for proposal published pursuant to Article 126-bis of the TUF <i>(2)</i>			<i>F</i>	<i>C</i>	<i>A</i>
Sections B and C		<i>Conf</i>	<i>Rev</i>	VOTING INSTRUCTIONS Form	
B – voting for unknown circumstances <i>(3)</i>		<i>Conf</i>	<i>Rev</i>	<i>F</i>	<i>C</i>
C – vote for amendment/addition presented at the meeting by the chairman of the meeting <i>(4)</i>		<i>Conf</i>	<i>Rev</i>	<i>F</i>	<i>C</i>

2. The proposal to grant the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital on one or more occasions by 26 June 2025, for a maximum total amount of €500 million, including any share premium, by issuing ordinary shares without nominal value and having the same characteristics as those in circulation, including with limitation of the option right and reserved to financing parties and/or institutional investors, pursuant to and in compliance with the legal conditions with all more extensive rights to establish, for each tranche, subject to the aforementioned limits, the methods, terms and conditions of the transaction, including the issue price and any share premium, to be determined for the first tranche, based on the value of the shareholders' equity, also taking into account the average price at which shares are listed in the period from 1 May 2019 to 30 April 2020, and, for the second tranche, based on the value of the shareholders' equity and also the share price trend during the last six months and the dividend entitlement. The following amendment of Article 6 of the Articles of Association: Related and consequent resolutions.			VOTING INSTRUCTIONS		
<i>Section A</i> – vote by resolution proposed by the management body <i>(1)</i>			<i>F</i>	<i>C</i>	<i>A</i>
<i>Section A2</i> – vote for proposal published pursuant to Article 126-bis of the TUF <i>(2)</i>			<i>F</i>	<i>C</i>	<i>A</i>
Sections B and C		<i>Conf</i>	<i>Rev</i>	VOTING INSTRUCTIONS Form	
B – voting for unknown circumstances <i>(3)</i>		<i>Conf</i>	<i>Rev</i>	<i>F</i>	<i>C</i>
C. – vote for amendment/addition presented at the meeting by the chairman of the meeting <i>(4)</i>		<i>Conf</i>	<i>Rev</i>	<i>F</i>	<i>C</i>

ORDINARY PART

1. Approval of the financial statements for the 2019 financial year and the accompanying report, with consequent and related resolutions.			VOTING INSTRUCTIONS		
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 the TUF (2)			<i>F</i>	<i>C</i>	<i>A</i>
Sections B and C	<i>Conf</i>	<i>Rev</i>	VOTING INSTRUCTIONS Form		
B – voting 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. Award of the mandate for statutory audit of the financial statements for the years 2021-2029 and determination of the fee for the mandate. Related and consequent resolutions.			VOTING INSTRUCTIONS		
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 the TUF (2)			<i>F</i>	<i>C</i>	<i>A</i>
Sections B and C	<i>Conf</i>	<i>Rev</i>	VOTING INSTRUCTIONS Form		
B – voting 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>

3. Decisions on remuneration policies and Report on Remuneration pursuant to Article 123-ter of the Consolidated Law on Finance and IVASS Regulation No. 38/2018.			VOTING INSTRUCTIONS		
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 the TUF (2)			<i>F</i>	<i>C</i>	<i>A</i>
Sections B and C	<i>Conf</i>	<i>Rev</i>	VOTING INSTRUCTIONS Form		
B – voting 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>

4. Authorisation to purchase and dispose of treasury shares pursuant to law. Related and consequent resolutions.			VOTING INSTRUCTIONS		
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 the TUF (2)			<i>F</i>	<i>C</i>	<i>A</i>
Sections B and C	<i>Conf</i>	<i>Rev</i>	VOTING INSTRUCTIONS Form		
B – voting 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>

TO BE
NOTED :
PROPOSAL
OUTDATED
NOT TO BE
VOTED
ANYMORE

5. Proposal for removal of Director Alberto Minali for just cause.			VOTING INSTRUCTIONS		
Section A – vote by resolution proposed by the management body (1)			F	C	A
Section A2 – vote for proposal published pursuant to Article 126-bis of the TUF (2)			F	C	A
Sections B and C	Conf	Rev	VOTING INSTRUCTIONS Form		
B – voting for unknown circumstances (3)	Conf	Rev	F	C	A
C.– vote for amendment/addition presented at the meeting by the chairman of the meeting (4)	Conf	Rev	F	C	A

Possible liability action

A vote for any liability action that may be proposed by shareholders pursuant to Article 2393 (2) of the Italian Civil Code during the discussion on the financial statements.	F	C	A
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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).**
- (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 be 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.