

## 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

### CALL TO AN ORDINARY AND AN EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders are called to an Ordinary and an Extraordinary Shareholders' Meeting, at the registered office in Verona, Lungadige Cangrande No. 16, at 9:00 am on Friday 26 June 2020 or, **at second call**, if the legal quorum is not reached on that day, **at 9:00 am on Saturday 27 June 2020**, again at the registered office in Verona, Lungadige Cangrande No. 16, to discuss and pass resolution on the following agenda:

#### **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.
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, to offer option rights to entitled persons with all more extensive rights to establish, from time to time, subject to the aforementioned limits, the methods, terms and conditions of the transaction, including the issue price and any share premium and the dividend entitlement. The following amendment of Article 6 of the Articles of Association. Related and consequent resolutions.

**Ordinary Part:**

1. Approval of the financial statements for the 2019 financial year and the accompanying report, with consequent and related resolutions.
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.
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.
4. Authorisation to purchase and dispose of treasury shares pursuant to law. Related and consequent resolutions.
5. Proposal for removal of Director Alberto Minali for just cause.

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**SHARE CAPITAL**

Please note that the subscribed and fully paid-up share capital amounts to €522,881,778.00 as at the date of this notice of call and is represented by 174,293,926 shares. 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**

It is recalled that pursuant to the law and the Articles of Association, without access to the meeting venue and exclusively by the methods set out below, the Shareholders listed in the Shareholders' Register for at least ninety days and on whose behalf 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, may participate in the Shareholders' Meeting.

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 of the intermediary attests to ownership of at least three hundred shares.

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.

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 18,617.

It should be noted that given the emergency caused by the Covid-19 epidemic and for the purposes of maximum protection and safety of Shareholders as permitted by Article 106, Decree-Law No. 18 of 17 March 2020 "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" (the so-called "Cura Italia Decree"), Shareholders are entitled to participate at the Meeting, without access to the meeting venue, exclusively through the Designated Representative pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 (the "Designated Representative" and the Consolidated Law on Financial Intermediation (TUF in the Italian acronym) according to the methods described hereunder.

Participation in the Shareholders' Meeting by the members of the corporate Bodies, the Secretary and the Designated Representative, as well as any other parties authorised 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 occur if necessary, through the use of remote connection systems that guarantee the identification of said persons in accordance with the applicable rules in such event.

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**PARTICIPATION AND VOTING AT THE SHAREHOLDERS' MEETING THROUGH THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135 - UNDECIES OF THE CONSOLIDATED LAW ON FINANCIAL INTERMEDIATION**

Shareholders with voting rights who intend to participate in the Shareholders' Meeting must be represented, free of charge (subject to any costs of sending the proxy) by the Designated Representative by conferral of a proxy and by setting out their voting instructions on all or some of the items on the agenda.

A proxy must be conferred on the Designated Representative by the 2nd day before the date of the Meeting at first call and therefore by 24 June 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 stipulating the methods that may be used to confer and transmit the proxy and to revoke, within the same deadline, the proxy and any voting instructions that may have already been conferred.

It should be noted that the proxy will be valid only for proposed resolutions for which voting instructions have been given.

**The Company has identified Computershare S.p.A. as its Designated Representative with offices in Rome (00138), at Via Monte Giberto 33.**

The proxy conferred on the Designated Representative pursuant to Article 135 – *undecies* of the Consolidated Law on Financial Intermediation (TUF), containing voting instructions, together with a copy of a valid identity document – and in the case of a Grantor which is a legal person, a document proving the powers to confer the proxy – must be sent to Computershare S.p.A. at the certified email address [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it), provided that the Grantor, even if a legal person, uses a certified e-mail box or, failing this, an ordinary e-mail box (in such case the original of the proxy, the instructions and a copy of the related documentation must be sent by registered letter with return receipt to the registered office of Computershare S.p.A., Via Monte Giberto 33, 00138 Rome) or by fax to +39 06 45417450 or by sending the original proxy and a copy of the additional attached documentation by registered letter with return receipt to the address Computershare S.p.A. Via Monte Giberto, 33 – 00138 Rome.

As permitted by the aforementioned Article 106 of the Cura Italia Decree, the same Designated Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-novies of the Consolidated Law on Financial Intermediation, in derogation of Article 135-*undecies*, paragraph 4 of the Consolidated Law on Financial Intermediation, using the form always available on the Company's website and within the deadline indicated therein.

In particular, the possibility for one Shareholder to confer a proxy on another Partner is retained; 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. In such case, the Shareholder granted a proxy shall also grant the Designated Representative, in addition to its own proxy, any additional proxies that may have been conferred on it by other Shareholders, with the support of the relevant documentation.

The forms that may be used to confer a proxy to participate at the Shareholders' Meeting can be found on the Company's "Corporate" website <http://www.cattolica.it/home-corporate> in section "Governance", shall in any case be sent to all the entitled Shareholders together with the notice of meeting.

The Designated Representative will be available for clarification or information at +39 06 4541 7413 from 9:00 am to 6:00 pm Monday to Friday or at [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it).

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

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### **QUESTIONS CONCERNING AGENDA ITEMS**

Given that participation at 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 in the subject line of the email, the wording "Shareholders' Meeting - questions on agenda items"), taking care to specify the agenda item to which the question refers.

The questions must be received by the Company no later than 17 June 2020.

Only questions that are strictly relevant to the items on the agenda will be considered. The applicant must provide their personal details (surname and first name or name in the case of a legal entity, place and date of birth and tax identification) and documentary proof, according to current legislation, of 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 submitted in accordance with the methods, deadlines and conditions indicated above, will be answered by 22 June 2020 by publication on the Company's website, with the option for the latter 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 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 – who provide documentary proof, in accordance with current laws, of 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 that the list of matters to be discussed at the Shareholders' Meeting as indicated in the notice of call should be supplemented, stating in the request the additional items proposed, or they 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 sent to the Company's headquarters within ten days of the publication of this notice (i.e. by 29 May 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, Shareholders 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 known at least fifteen days before the date set for the Shareholders' Meeting at first call (and therefore by 11 June 2020) in the same form as those provided for the publication of this notice.

Similarly, reports prepared by the Shareholders 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 in the same manner as for Shareholders' Meeting

documentation.

In addition to the above, given that attendance at the Meeting is provided solely through the Appointed Representative, Shareholders 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 10 June 2020.

These proposals - after verifying their relevance with respect to the items on the agenda of the Shareholders' Meeting - will be published on the Company's website by 11 June 2020, in order to allow Shareholders entitled to vote to express their opinion in full knowledge of the circumstances also in relation to these new proposals and also to allow the Designated Representative to collect voting instructions on them.

In this case also, the requesting Shareholder 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 attending the General Meeting.

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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 Shareholders' Meeting will be made available to the public, including the explanatory reports on the items on the agenda and the related draft resolutions, also having regard to the documentation already made available and published to date with reference to the Shareholders' Meeting and any additions thereto, and in particular:

- **at least thirty days before** the date set for the Meeting at first call and therefore by 27 May 2020, the Directors' reports on the items on the agenda and the other documentation required to be published before the Meeting, other than that subsequently listed;
- **at least twenty-one days** before the date set for the Meeting at first call and therefore by 5 June 2020: the Report on proposals for authorisation for the purchase and disposal of treasury shares,

confirming that the Annual Financial Report together with the certification signed by the Manager in charge of preparing the corporate accounting documents, the Reports of the Control, Management and Audit Committee and the Remuneration Report were already been made available on 9 April 2020 at the registered office of 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 the website <http://www.emarketstorage.com> and on the Company's "Corporate" website <http://www.cattolica.it/home-corporate> in the “Governance” section. On 9 April 2020 the Report on Corporate Governance and Ownership Structure containing the information indicated in Article 123-*bis* of Legislative Decree No. 58/1998 was also made available.

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

Further information on the rights of Shareholders is available from the Company on <http://www.cattolica.it/home-corporate> in the section “Governance”, and any requests may be made at [serviziosoci@pec.gruppocattolica.it](mailto:serviziosoci@pec.gruppocattolica.it).

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This notice of call shall be published on the Company website on 19 May 2020 and on Borsa Italiana S.p.A. and on the storage system authorized by CONSOB entitled “eMarket-Storage” and, as an excerpt, in the newspaper "Italia Oggi".

Verona, 19 May 2020

The Chairman  
(Paolo Bedoni)