

**NOTICE OF MEETING**

**SOCIETÀ CATTOLICA DI ASSICURAZIONE Società per Azioni**  
**Registered office at Lungadige Cangrande 16, Verona**  
**Tax and Verona Companies Register no. 00320160237**  
**Listed in the Register of Insurance Companies at 1.00012**  
**Parent Company of the Gruppo Assicurativo Cattolica Assicurazioni, Insurance**  
**Group Register no. 019**  
**Fully paid-up share capital €685,043,940.00**

**NOTICE OF AN ORDINARY GENERAL MEETING**

The Shareholders are called to an ordinary General Meeting, to be held at the registered office at Lungadige Cangrande 16, Verona, at 9:00 am on Thursday 13 May 2021 or, **at second call**, if the legal quorum is not reached on that day, **at 9:00 am on Friday 14 May 2021**, again at the registered office at Lungadige Cangrande 16, Verona, to discuss and vote on the following agenda:

***AGENDA:***

1. Approval of the new General Meeting Regulations.
2. Approval of the 2020 financial statements and accompanying report, with consequent and related resolutions.
3. Determination of the number of members of the Board of Directors for the 2021 – 2023 financial years pursuant to Article 19 of the Articles of Association.
4. Appointment of the members of the Board of Directors and Management Control Committee for the 2021 – 2023 financial years.
5. Determination of the remuneration of members of the Board of Directors and Management Control Committee related attendance allowance for the 2021 – 2023 financial years.
6. Report on the remuneration policy and fees paid:
  - a) Approval of the first section of the Report on remuneration policy and fees paid, pursuant to Article 123-ter, paragraph 3, of Legislative Decree 58/1998 and Articles 41, 59 and 93 of IVASS Regulation 38/2018.
  - b) Resolution on the second section of the Report on remuneration policy and fees paid, pursuant to Article 123-ter, paragraph 6, of Legislative Decree 58/1998.
7. Compensation plans based on financial instruments.

8. Authorisation to purchase and dispose of own shares in accordance with the law. Related and consequent resolutions.

\*

**ADDITION OF ITEMS TO THE AGENDA AND PRESENTATION OF NEW DRAFT RESOLUTIONS**

In the manner and within the limits established by the applicable legislation, Shareholders who individually or collectively represent at least 2.5% of the share capital may, within ten days of publication of this notice of meeting (and therefore by 13 April 2021), request items to be added to the list of matters to be discussed, indicating in their requests the additional matters proposed, or submit draft resolutions for matters already on the agenda.

Items may not be added to the agenda for matters on which the general meeting adopts resolutions, in accordance with the law, at the proposal of the Directors or on the basis of a draft or report produced by them, other than those indicated in Article 125-ter, paragraph 1, of Legislative Decree 58 of 24 February 1998 (the consolidated financial law, or TUF).

Said request must be received in writing by the company within ten days of publication of this notice of meeting (and therefore by 13 April 2021) by certified email to the address [assemblea@pec.gruppocattolica.it](mailto:assemblea@pec.gruppocattolica.it), or by email to [AdempimentiSocietari@cattolicaassicurazioni.it](mailto:AdempimentiSocietari@cattolicaassicurazioni.it), or by hand delivery to be made to the registered office at Lungadige Cangrande 16, Verona, for the attention of the head of the Funzione Adempimenti Societari (the corporate obligations function). In the latter case, in view of the ongoing health emergency, and in order to better organise the appropriate safety precautions for access to company premises, requests to access said premises must be emailed at least 24 hours beforehand to [serviziosoci@CattolicaAssicurazioni.it](mailto:serviziosoci@CattolicaAssicurazioni.it). In the same way, Shareholders wishing to add items to the agenda must also prepare a report stating the reasons for the draft resolutions on the matters that they put forward for discussion, or the reasons for the additional draft resolutions presented on matters already on the agenda, within the same deadline.

The above request must be accompanied by a certificate issued by the depositary intermediary, effective at the request's date, addressed to the Company in the manner and to the addresses indicated above, attesting to the ownership of the shares by the requesting Shareholders, as well as the share required to request the addition of items to

the agenda.

Any additions to the agenda shall be made public at least twenty days before the date set for the first-call general meeting (and therefore by 23 April 2021), in the same manner as the publication of this meeting notice.

Similarly, reports prepared by Shareholders requesting additions to the agenda, accompanied by any changes made by the Board of Directors, shall be made available to the public in the same form and in the same manner as the General Meeting documentation.

After verifying their relevance to the items on the agenda of the General Meeting - said proposals shall be published on the Company's website by 24 April 2021, in order to allow Shareholders entitled to vote to express their opinion in full knowledge of the circumstances also in relation to said new proposals, and to allow the Designated Representative to collect voting instructions on them.

\*

**APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS AND  
MANAGEMENT CONTROL COMMITTEE**

The Board of Directors and Management Control Committee members are appointed from the slate of candidates, in accordance with the provisions of the Articles of Association, and in any case the following shall apply.

The Board of Directors and each Shareholder may only submit one slate and each candidate may appear on only one slate.

Slates may be submitted by Shareholders who, alone or together with other Shareholders, own shares representing in total at least 2.5% of the share capital, also in accordance with the combined provisions of Article 147-ter, paragraph 1 of the TUF and 144-quater, paragraph 1 of the Issuer Regulations.

The slates must be deposited at the Company's registered office or sent by certified email to [assemblea@pec.gruppocattolica.it](mailto:assemblea@pec.gruppocattolica.it) by the 25th calendar day prior to that set for the first-call General Meeting, and therefore by 18 April 2021.

If only one slate has been submitted by the aforementioned expiry date, the slates may be submitted by 21 April 2021.

If slates are submitted to the registered office, in view of the ongoing health emergency, and in order to better organise the appropriate safety precautions for access to company premises, requests to access said premises must be emailed at least 24 hours beforehand to [serviziosoci@CattolicaAssicurazioni.it](mailto:serviziosoci@CattolicaAssicurazioni.it).

It should be noted that, for the purposes of clarity and standardised treatment and to facilitate the submission of slates, the Board of Directors has set out the procedure to fulfil the relative obligations, which shall be deposited at the company's registered offices and made available on the Company's corporate website <http://www.cattolica.it/home-corporate>, in the Governance/General Meeting section, within the deadline for publication of this meeting notice.

Shareholders are therefore invited to review said procedure for more comprehensive information.

\*

### **DOCUMENTATION AND ADDITIONAL INFORMATION**

The documents containing the draft resolutions, reports of the Board of Directors relating to the items on the agenda and, in particular, the 2020 Financial Statements, Report on proposed compensation plans based on financial instruments, Remuneration Report, forms to be used for proxy voting, as indicated below, and the Annual Corporate Governance and Ownership Structure Report and information on the amount of share capital shall be deposited, within the statutory time limit, at the Company's registered office, and be made available to Shareholders wishing to view them and to obtain a copy.

Said documents shall also be available on the Company's corporate website <http://www.cattolica.it/home-corporate> section in the Governance/General Meeting section, and from Borsa Italiana S.p.A., on the CONSOB-authorised eMarket-Storage facility, managed by Spafid Connect S.p.A. and accessible from the website <http://www.emarketstorage.com>.

If a copy of the said documents is required from the company headquarters, in view of the health emergency, and in order better organise the appropriate safety precautions for access to company premises, requests to access said premises must be emailed at least 24 hours beforehand to [serviziosoci@CattolicaAssicurazioni.it](mailto:serviziosoci@CattolicaAssicurazioni.it).

\*

### **PARTICIPATION IN THE MEETING**

Entitlement to attend general meetings and to exercise voting rights is certified by a notice sent to the company by an authorised intermediary, in accordance with its accounting records, on behalf of the person entitled to vote.

The notice is sent by the intermediary on the basis of the evidence on the record date, which is the seventh market day prior to the date of first call (4 May 2021).

Any person holding shares after 4 May 2021 (the record date) shall not be entitled to attend and vote at the General Meeting.

Holders of shares which have not yet been dematerialised may only take part in the meeting after their share certificates have been delivered to an authorised entity for their entry into the system in dematerialised form and for subsequent notification by the authorised intermediary.

The participation of Shareholders at the General Meeting is subject to the applicable laws and regulations and the provisions contained in the Articles of Association published on the Company's website.

Those entitled to vote may be represented at General Meetings in accordance with the law.

For this purpose, in view of the Covid-19 emergency and for the purposes of providing maximum protection and safety to Shareholders 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 COVID-19 emergency” (the “Cura Italia Decree”), as confirmed following the enactment of Law no. 21 of 26 February 2021, converted with amendments into the “Mille Proroghe Decree”), it should be noted that **Shareholders are entitled to take part in the Meeting, without access to its place of operation, solely by means of their Designated Representative pursuant to Article 135-undecies of the TUF** (the “Designated Representative”), as described below.

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

Participation at the General Meeting by members of the corporate offices, the Secretary and the Designated Representative, as well as any other parties authorised by the Chairman of the Board of Directors, may also take place, if necessary, through the use

of remote link systems that guarantee the identification of said persons in accordance with the applicable rules in such an event, in accordance with the measures to contain the Covid-19 epidemic provided by law.

\*

**PARTICIPATION AND VOTING AT THE GENERAL MEETING VIA THE REPRESENTATIVE DESIGNATED PURSUANT TO ARTICLE 135 - UNDECIES AND NOVIES OF THE TUF**

Participation at the General Meeting is permitted exclusively by delegation to the Designated Representative.

Shareholders intending to take part in the General Meeting must therefore be represented, free of charge (subject to any costs of sending the proxy) by the Designated Representative by conferral of a proxy containing 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 trading day before the effective date of the General Meeting (which possibly will be taken on 14 May), in the manner indicated and using the appropriate form which will be available on the Company's Corporate website. <http://www.cattolica.it/home-corporate> in the Governance/General Meeting section, which also specifies how to confer and send the proxy, and to revoke the proxy and any voting instructions that may have already been conferred, by the same deadline.

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

The proxy for the Designated Representative, provided in accordance with Article 135 – *undecies* of the TUF, which contains voting instructions, together with a copy of a valid identity document – and in the case of a delegating legal person, a document attesting to the powers to issue the proxy – must be sent to Computershare S.p.A. at the certified email address [cattolica@pecserviziotitoli.it](mailto:cattolica@pecserviziotitoli.it), provided that the delegating party, including when a legal person, uses a certified email address or, failing this, an ordinary email address (in this case the original of the proxy, instructions and a copy of the related documentation must be sent by registered letter with acknowledgement of receipt to the registered office of Computershare S.p.A., Via Monte Giberto, 33, 00138 Rome), or by sending the original of the proxy and a copy of the additional

documentation attached by registered letter with acknowledgement of receipt to the address Computershare S.p.A. Via Monte Giberto, 33 – 00138 Rome.

The Designated Representative may also, again according to the above conditions, be granted powers of attorney and/or sub-powers in accordance with Article 135-*novies* of the TUF, in derogation from Article 135-*undecies*, paragraph 4 of the TUF, using the form that will be made available on the Company's Corporate website <http://www.cattolica.it/home-corporate> in the Governance/General Meeting section.

The Designated Representative will be available for further 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.

\*

### **RIGHT TO ASK QUESTIONS CONCERNING ITEMS ON THE AGENDA**

Given that participation at the General Meeting is exclusively through the Designated Representative, Shareholders may ask questions about the items on the agenda prior to the General Meeting, by sending them to the Company in writing by certified email to [assemblea@pec.gruppocattolica.it](mailto:assemblea@pec.gruppocattolica.it), or by email to [AdempimentiSocietari@cattolicaassicurazioni.it](mailto:AdempimentiSocietari@cattolicaassicurazioni.it), or by hand delivery to be made to the registered office at Lungadige Cangrande 16, Verona, for the attention of the head of Funzione Adempimenti Societari (the corporate obligations function) making sure to specify to which item on the agenda the request refers. In the latter case, in view of the ongoing health emergency, and in order to better organise the appropriate safety precautions for access to company premises, requests to access said premises must be emailed at least 24 hours beforehand to [serviziosoci@CattolicaAssicurazioni.it](mailto:serviziosoci@CattolicaAssicurazioni.it).

Questions must be received by the Company no later than 3 May 2021.

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

Applicants must provide their personal data (surname and name or name in the case of a legal person, place and date of birth and tax number) and, in accordance with current regulations, provide documentary proof of voting rights issued by the depositary intermediary.

Questions received by the stated deadlines that are relevant to the agenda and comply with the procedures, terms and conditions indicated above, shall be answered by 7 May 2021 by publication on the Company's website, with the option to provide a single response to questions on a similar subject.

\*

**INFORMATION ON THE SHARE CAPITAL**

Please note that the subscribed and fully paid-up share capital amounts to €685,043,940.00 as at the date of this meeting notice and is represented by 228,347,980 shares. Each share entitles the holder to one vote.

As of the date of this meeting notice, the Company holds 28,045,201 treasury shares representing 12.3% of the Issuer's share capital.

\*

Further information on the rights exercisable by Shareholders is available from the Company website <http://www.cattolica.it/home-corporate> in the Governance/General Meeting section, and any requests may be sent to [assemblea@pec.gruppocattolica.it](mailto:assemblea@pec.gruppocattolica.it).

\*

This meeting notice shall be published on 3 April 2021 on the Company website and on Borsa Italiana S.p.A. and on the CONSOB-authorized entitled “eMarket-Storage” facility and, as an excerpt, in the daily newspaper “Il Sole 24 Ore”.

Verona, 3 April 2021

The Chairman  
(Paolo Bedoni)