



SOCIETÀ CATTOLICA DI ASSICURAZIONE

Società per Azioni

SHAREHOLDERS' MEETING OF 13/14 MAY 2021

OPERATING PROCEDURES

FOR THE SUBMISSION OF LISTS

FOR THE ELECTION OF THE BOARD OF DIRECTORS AND MANAGEMENT CONTROL COMMITTEE

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Without prejudice to compliance with the provisions of law and the Articles of Association relating to procedures for the appointment of the Board of Directors and Management Control Committee, for greater clarity and uniformity of treatment and to facilitate the exercise by Shareholders of the right to submit list for the appointment of the Board of Directors and the Management Control Committee of Società Cattolica di Assicurazione – Società per Azioni by the Shareholders' Meeting of 13/14 May 2021, the Board of Directors has decided to make explicit the following operating procedures for conducting the relevant activities.

It should be noted in this regard that the requirements and resolutions concerning the appointment of the members of the Board of Directors and the Management Control Committee will be fulfilled and carried out on the basis of the provisions contained in articles 19, 20, 21, 22 and 23 of the current Articles of Association (available on the Company's corporate website at <http://www.cattolica.it/home-corporate> in the "Governance" section).

It should be noted that in order to conduct the activities indicated below, the Shareholders may contact and refer to the Company's Shareholders' Service at its registered office in Verona, according to the methods indicated herein.

Section I

1. The list of candidates must be submitted, pursuant to the Articles of Association, at one time, together with all the ancillary documentation listed below in relation to the parties submitting the lists, by filing them with the Company, at least 25 days before the date on which the Shareholders' Meeting is convened at first call, i.e. by 18 April 2021, by certified email sent to the address Assemblea@pec.gruppocattolica.it by 23.59 on 18 April 2021, or by filing them by hand at the registered office at the following times, and in any case in accordance with the emergency provisions from time to time in force: between 09:00 and 17:00 on Monday, Tuesday, Wednesday and Thursday, and between 9:00 and 13:00 on Friday; and exceptionally, and only on the days of Saturday 17 April and Sunday 18 April 2021, between 10:00 and 12:00 noon. In case of delivery at the registered office, in view of the health emergency and in order to better organise the appropriate security safeguards for access to Company premises, please notify us that you wish to access the premises at least 24 hours in advance by sending an email to the address servizio.soci@CattolicaAssicurazioni.it.
2. Lists 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, including pursuant to the combined provisions of Article 147-ter, paragraph 1 of the TUF (Legislative Decree No. 58 of 24 February 1998 as amended) and Article 144 *quater*, paragraph 1, of the Regulations for Issuers (Consob Resolution 11971/1999 as amended).
3. If, on the deadline for filing the lists at the Company's registered office (18 April 2021) only one slate has been submitted, regardless of its composition and expression, the deadline for submitting lists shall be extended to 17:00 p.m. on the third calendar day following said

deadline (21 April 2021), and the threshold for entitlement to submit mentioned in paragraph 2 shall be halved.

4. In accordance with the provisions of applicable legislation and these Articles of Association relating to the composition of the Board of Directors, the lists are divided into two sections, in each of which the candidates are ranked sequentially. The first section of the lists indicates candidates for the position of Director who are not candidates for the position of member of the Management Control Committee. The second section of the lists indicates candidates for the position of Director who are also candidates for the position of member of the Management Control Committee. Candidates from the second section of the lists must meet the requirements indicated in paragraph 21.1 of the current Articles of Association.
5. At the time of submitting the lists, the candidate for the position of Chief Executive Officer is indicated.
6. Declarations of submission of a slate may be collective or individual (subject to the percentage of share capital represented for entitlement to submit) and must be signed by the nominating Shareholders and contain the personal details of each of them and the identification of the candidates with the relevant personal details and the number of shares held by the nominating Shareholders. The following must be attached:
 - a) a photocopy of a valid identity document of each nominating Shareholder (complete in every detail and photocopied on both sides);
 - b) confirmation of receipt and/or notification made pursuant to Article 43 of the Combined Regulation of the Bank of Italy and Consob of 13 August 2018 relating to central counterparties, central depositories and centralised administration known as the “single provision on post trading”, certifying share ownership.Document b) may be delivered or transmitted to the Company by the twenty-first day prior to the date of first call of the Shareholders’ Meeting, i.e. by 22 April 2021, following the procedures indicated in paragraph 1) above.
7. Together with each slate, by the deadline for filing the lists at the Company’s registered office, statements must be filed in which the individual candidates accept their nomination and confirm, under their own responsibility, that there are no grounds for ineligibility or incompatibility and that they fulfil the requirements established by current legislation (including the Corporate Governance Code recommended for companies trading on a listed market) and the current Articles of Association for the position of Director and member of the Management Control Committee, including the fulfilment of the independence requirements set out in the combined provisions of Article 148, paragraph 3, of Legislative Decree No. 58/1998 and the Corporate Governance Code for Listed Companies, and any registration in the Register of Statutory Auditors, together with the list of positions held pursuant of Article 2409-*septiesdecies* of the Italian Civil Code, to be updated up to the date of the Shareholders’ Meeting, and an exhaustive information sheet on the candidate’s personal and professional characteristics. The candidate’s statement must be accompanied by a signed *curriculum vitae* and a photocopy of a valid identity document (complete in every detail and photocopied on both sides).

8. At the same time as the publication of the notice of meeting, the “*Guidelines on the qualitative and quantitative composition of the Board of Directors*”, to which express reference is made with regard to the requirements for the position, will be available from the registered office, Borsa Italiana S.p.A, on the eMarket Storage system authorised by Consob, managed by Spafid Connect S.p.A. and accessible on the website <http://www.emarketstorage.com>, and on the Company’s corporate website at www.cattolica.it/home-corporate in the “Governance” section.
9. At least 21 days prior to the date of first call of the Shareholders’ Meeting, i.e. by 22 April 2021, after carrying out the necessary validation checks, the lists submitted will be made available, within the time limits and by effect of the applicable legislation, at the registered office, Borsa Italiana S.p.A., on the eMarket Storage system authorised by Consob, managed by Spafid Connect S.p.A. and accessible on the website <http://www.emarketstorage.com> and on the Company’s corporate website at www.cattolica.it/home-corporate in the “Governance” section, accompanied by an information sheet on the personal and professional details of the candidates, a statement attesting to fulfilment of the requirements, including the requirement of independence pursuant to the applicable legislation and the Articles of Association, for the respective positions of Director and member of the Management Control Committee, as well as the identities of the Shareholders submitting the nominations and their overall percentage shareholding.

NB: Shareholders wishing to deliver the documentation relating to the slate by hand at the registered office in the manner indicated in paragraph 1) above and to receive a declaration of receipt must submit, at the same time as the filing, a photocopy of the documentation produced for filing purposes, which will be returned to them with a stamp of receipt.

In this case, in view of the health emergency and in order to better organise the appropriate security safeguards for access to Company premises, please notify us that you wish to access the premises at least 24 hours in advance by sending an email to the address servizio.soci@CattolicaAssicurazioni.it.

Section II

In order to facilitate operations, the following are attached:

- an extract from the current Articles of Association in Annex “A”;
- forms for the submission of lists, in single format, in Annexes “B.1” and “B.2” (the latter for the case of a nominator other than a natural person);
- a form of acceptance of the nomination and self-certification of fulfilment of the requirements, attached as Annex “C” (for the nomination as a member of the Board of Directors and for the nomination as a member of the Board of Directors and the Management Control Committee).

* * *

EXCERPT FROM THE ARTICLES OF ASSOCIATION**Article 19 [Composition]**

19.1 The Company is managed, according to the single-tier system of administration and control, by a Board of Directors with a minimum of 13 and a maximum of 15 members, appointed by the Shareholders' Meeting within which a 3-member Management Control Committee is constituted.

19.2 The Directors remain in office for a period not exceeding three financial years and may be re-elected.

19.3 The Board of Directors is composed according to the following diversity criteria: i) at least 2/5 (two fifths) of the members must be of a different gender than the one most represented; ii) at least 1/3 (one third) must have experience of functions such as directors or statutory auditors or senior managers with strategic responsibilities in companies that conduct insurance or banking or financial business for at least six years overall in the last twelve preceding their appointment in the Company; the said companies must be of a significant size and therefore have a net book worth of at least €30 million or revenues from sales and services of at least €60 million or have issued shares listed on a regulated market or widely disseminated among the public; iii) at least 1/3 (one third) must not have completed the sixtieth year of age when nominated by the Shareholders' Meeting. Lists for the appointment of Directors must be consistent with these criteria and in any case allow compliance with the same in the composition of the Board of Directors, without prejudice to the personal requirements laid down by laws, regulations and by these Articles of Association.

Article 20 [Requirements for the members of the Board of Directors]

20.1 The Directors must meet the requirements of professionalism and integrity established by applicable law.

20.2 At least 10 Directors must also meet the independence requirements established for statutory auditors under Article 148, paragraph 3 of Legislative Decree No. 58 of 24 February 1998 as amended ("TUF"), without prejudice to the additional independence requirements for Directors for the purposes of application of the Supervisory regulations or the governance rules if implemented by the Company.

Notwithstanding the above, a director cannot be considered independent if he/she held the position of Director of the Company for a period exceeding 9 (nine) years continuously before the appointment or if he/she was an executive director or employee of the Company or of a subsidiary in the three years prior to the appointment or is a relation or relative by marriage, up to the fourth degree, of one of the aforementioned persons. The independence requirement must be declared by the person concerned at the time the lists are submitted and then verified after their appointment by the Board of Directors.

20.3 If a Director who is not a member of the Control and Management Committee no longer meets the independence requirements, he/she will not be removed from office provided the minimum number of Directors required to meet that requirement under applicable law and these Articles of Association continue to meet those requirements.

20.4 At least 1 Director must be included in the Register of Statutory Auditors.

20.5 Without prejudice to other legal and Supervisory authority provisions regarding incompatibility, requirements and prohibitions on holding office, Directors may not be elected if they are members of the Board of directors of more than five listed companies or their subsidiaries.

20.6 This is without prejudice to the grounds for revocation established by applicable law in the event that the personal requisites for Directors no longer exist.

20.7 Relatives by blood or marriage up to the fourth degree may not be members of the Board of Directors. In the event of the simultaneous appointment of relatives by blood or marriage, the one who obtained the highest number of votes or, in the case of a tied vote, the eldest, shall remain in office.

Article 21 [Requirements for members of the Management Control Committee]

21.1 Members of the Management Control Committee must meet the requirements of integrity and professionalism and comply with the limits on the accumulation of positions provided for by applicable law for members of the control bodies of insurance companies issuing shares listed on regulated markets. They must also meet the independence requirements established for statutory auditors in Article 148, paragraph 3 of the TUF or other supervisory provisions.

21.2 At least one member of the Management Control Committee must be included in the Register of Statutory Auditors.

21.3 If the requirements specified in this Article 21 are no longer met, the members of the Management Control Committee shall be revoked from their position as Directors.

Article 22 [Submission of lists of candidates]

22.1 Directors are elected, at the end of the terms of office of the Board of Directors or in the event of the substitution of one or more outgoing Directors for other reasons, without prejudice to the provisions of Article 24, on the basis of lists put together in accordance with applicable law and these Articles of Association, which may be submitted by the Board of Directors or by the Shareholders.

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

22.3 If the Board of Directors presents a slate, the slate must be composed in compliance with the provisions relating to the composition of the Board of Directors under applicable law and these Articles of Association. The slate of the Board of Directors is filed at the Company's registered office and made available to the public under the terms and conditions of applicable law, in accordance with the provisions of paragraph 22.6.

22.4 If the Shareholders submit a slate, the slate must be composed in compliance with the provisions relating to the composition of the Board of Directors under applicable law and these Articles of Association. The lists of Shareholders may also be submitted by Shareholders with voting rights who, alone or together with other Shareholders, own shares representing in total at least 2.5% of the share capital. Without prejudice to the obligation to produce a certificate of ownership of the shares held in accordance with applicable legislation, the Shareholders submitting the slate must sign it at the time of submission. Each signature must be accompanied by a photocopy of a valid identity document. Slates must be filed at the Company's registered office and made available to the public under the terms and conditions of the applicable legislation, in accordance with the provisions of paragraph 22.6.

22.5 In accordance with the provisions of applicable legislation and these Articles of Association relating to the composition of the Board of Directors, the slates are divided into two sections, in each of which the candidates are ranked sequentially. The first section of the slates indicates candidates for the position of Director who are not candidates for the position of member of the Management Control Committee. The second section of the lists indicates candidates for the position of Director who are also candidates for the position of member of the Management Control Committee. Candidates from the second section of the slates must meet the requirements indicated in paragraph 21.1 of these Articles of Association. One candidate from the second section of the slates must be a statutory auditor listed in the relevant Register.

At the time of submitting the slates, the candidate for the position of Chief Executive Officer is indicated.

22.6 Together with each slate, by the deadline for filing the slates at the Company's registered office, statements must be filed in which the individual candidates accept their nomination and confirm, under their own responsibility, that there are no grounds for ineligibility or incompatibility and that they fulfil the requirements established by current legislation (including the Corporate Governance Code recommended for companies trading on a listed market) and these Articles of Association for the position of Director and member of the Management Control Committee, with a specific indication of professional experience in the *curriculum vitae* and the Company shares held directly or indirectly on that date.

22.7 If, by the deadline for filing the slates at the Company's registered office, only one slate has been

submitted, regardless of its composition, the deadline for submitting slates shall be extended to the third calendar day following said deadline, and the thresholds in paragraph 22.4 shall be halved.

ARTICLE 23 [Voting and appointment]

23.1 Each Shareholder can vote for only one slate.

23.2 If only one slate is submitted, all the Directors are taken from that slate in the sequential order in which the candidates are indicated in the respective sections. The office of Chairman of the Management Control Committee is filled by the candidate ranked first in the second section of the single slate.

23.3 If multiple slates are submitted:

- a) 4/5 of the Directors are drawn from the slate obtaining the highest number of votes (“Majority Slate”), in the sequential order in which the candidates are listed in the respective sections; specifically, 2 Directors are taken from the second section of the Majority Slate in the sequential order in which the candidates are listed who will be members of the Management Control Committee; the other Directors are taken from the first section of the Majority Slate, again in the sequential order in which the candidates are listed therein;
- b) 1/5 of the Directors are drawn from the slate obtaining the second highest number of votes which is not linked, according to applicable legislation, to the Majority Slate (the “Minority Slate”), and, specifically, the candidate listed first in the second section of the Minority Slate and remaining candidates listed first in the first section of the Minority Slate (the “Minority Directors”); if these candidates do not ensure compliance with applicable legislation and these Articles of Association concerning the composition of the Board of Directors, the next candidates listed in the first section of the Minority Slate and the next candidate listed in the second section of the Minority Slate that ensure compliance with applicable legislation are elected as Minority Directors; in the absence of suitable candidates in the first and second sections of the Minority Slate, the other suitable candidates in the first and second sections of the Minority Slate are elected as Minority Directors; the Minority Director taken from the second section assumes the position of Chairman of the Management Control Committee;
- c) if none of the candidates on the Minority Slate ensures compliance with the requirements of applicable legislation and these Articles of Association concerning the composition of the Board of Directors, the Minority Directors are taken from any other slates in the order of the votes each has obtained and according to the sections of said slates;
- d) if there are no further slates or the slates do not contain candidates who ensure compliance with the requirements of applicable legislation and these Articles of Association concerning the composition of the Board of Directors, the other Directors are taken from the Majority Slate.

23.4 If the Majority Slate does not indicate a sufficient number of candidates to complete the Board of Directors:

- a) all the candidates indicated therein are taken from the Majority Slate, in the sequential order for both sections, without prejudice to what is established below;
- b) the Minority Directors are taken from the Minority Slate;
- c) all the remaining Directors required to complete the Board of Directors are taken from the Minority Slate, in accordance with the provisions relating to its composition under applicable legislation and these Articles of Association; in this case, if the majority of Directors is taken from the Minority Slate, the office of Chairman of the Management Control Committee is assigned to the candidate listed first in the second section of the slate from which the lower number of Directors is taken;
- d) in the event that there are insufficient candidates on the Minority Slate, the remaining Directors are taken from any additional slates in the order of the votes they have obtained.

23.5 The appointment of the Board of Directors must respect the gender balance and the diversity criteria referred to in Article 19.3 of these Articles of Association, without prejudice to the mandatory provisions of law, and therefore the following forms:

- a) the slates must indicate the candidates required to ensure that the gender balance is respected at least in proportion to the minimum required under the Article 19.3 of these Articles of Association;

b) in the event of substitution in accordance with Article 24 of these Articles of Association, appointments must be made in accordance with the gender allocation criterion in Article 19.3 of the Articles of Association according to the situation at that time.

23.6 If, for any reason or in any case, one or more Directors cannot be appointed in accordance with the provisions of this Article 23, the Shareholders' Meeting, for the purpose of completing the Board of Directors, in accordance with the legal and regulatory provisions and these Articles of Association, decides by a relative majority between the candidates proposed at the same Shareholders' Meeting.

* * *

SOCIETÀ CATTOLICA DI ASSICURAZIONE – SOCIETÀ PER AZIONI - VERONA
ORDINARY SHAREHOLDERS' MEETING
13 (I call) – 14 (II call) May 2021
Election of members of the Board of Directors and the Management Control Committee

I, the undersigned,.....
born inon.....tax identification
code....., resident in

Shareholder of Società Cattolica di Assicurazione – Società per Azioni,
holder of _____ shares of the same Company,

- as documented by the confirmation of receipt and/or the notification made pursuant to Article 43 of the Combined Regulation of the Bank of Italy and Consob of 13 August 2018 relating to central counterparties, central depositories and centralised administration known as the “single provision on post-trading”, attached as Annex 2),
- as documented by the confirmation of receipt and/or the notification made pursuant to Article 43 of the Combined Regulation of the Bank of Italy and Consob of 13 August 2018 relating to central counterparties, central depositories and centralised administration known as the “single provision on post trading”, to be submitted, under penalty of the invalidity of this statement of submission of the slate, by and no later than the twenty-first day prior to the date of first call of the Shareholders’ Meeting and therefore by 22 April 2021,

contribute to the submission of a slate for the appointment of members of the Board of Directors and the Management Control Committee for the years 2021-2023, composed of the following persons:

First section

Candidates for the position of Director (who are not candidates for the position of member of the Management Control Committee)

- 1), born inon.....
- 2), born inon.....
- 3), born inon.....
- 4), born inon.....
- 5), born inon.....
- 6), born inon.....
- 7), born inon.....

- 8), born inon.....
- 9), born inon.....
- 10), born inon.....
- 11), born inon.....
- 12), born inon.....

The following candidate is indicated for the position of Chief Executive Officer:

....., born inon.....

Second section

Candidates for the position of Director who are also candidates for the position of member of the Management Control Committee

- 1), born inon.....
- 2), born inon.....
- 3), born inon.....

Date

.....
(Signature)

Annexes:

- 1) photocopy of identity document;
- 2) (if the box is ticked for simultaneous submission) confirmation of receipt and/or notification made pursuant to Article 43 of the Combined Regulation of the Bank of Italy and Consob of 13 August 2018 relating to central counterparties, central depositories and centralised administration known as the “single provision on post-trading”.

I, the undersigned, declare that I am aware of and agree that the information on the identity and percentage shareholding held will be made public pursuant to applicable legislation and in any case that I have read the information pursuant to and for the purposes of Article 13 of Regulation (EU)

2016/679 on the protection of personal data (set out at the end of this document), and agree that the personal data collected may be processed by Società Cattolica di Assicurazione – Società per Azioni, including electronically, exclusively for the purposes of the procedure for which this statement is made.

I confer a proxy for submission of this document to the Società Cattolica di Assicurazione – Società per Azioni and for the carrying out all other acts necessary for the submission of the aforementioned slate _____, where I elect domicile for the purposes of any communications relating to the same slate.

Date

.....

(Signature)

INFORMATION ON THE PROCESSING OF PERSONAL DATA

The personal data requested is the subject of processing and will be used for purposes strictly related to the fulfilment of the related requirements of shareholders' meetings and companies, and also those deriving from legal obligations, including those instrumental to fulfilment of said obligations and referring to the communication of data thus collected to the control and supervisory bodies and to other public administrations.

The processing is carried out electronically and in printed format by the Data Controller directly and through persons authorised to process the data. Personal data and the documents submitted 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 Società Cattolica di Assicurazione - Società per Azioni, with registered office at Lungadige Cangrande 16, Verona 37126. The data subject may assert his/her rights by contacting the Data Controller and on its behalf the Data Protection Officer (DPO) of the Cattolica Group based at Lungadige Cangrande 16, Verona 37126, email dpo@cattolicaassicurazioni.it, as expressed by Articles 15 *et seq.* of European Regulation 2016/679 of the European Parliament and of the Council.

SOCIETÀ CATTOLICA DI ASSICURAZIONE – SOCIETÀ PER AZIONI - VERONA
ORDINARY SHAREHOLDERS' MEETING
13 (I call) – 14 (II call) May 2021
Election of members of the Board of Directors and the Management Control Committee

I, the undersigned,
born inon.....tax identification
code....., residing at.....hereby certifying, under my own
responsibility, my capacity as and legal representative of
....., tax identification code and VAT No.
....., Shareholder of Società Cattolica di Assicurazione – Società per Azioni,
holder of _____ shares of the said Company,

- as documented by the confirmation of receipt and/or the notification made pursuant to Article 43 of the Combined Regulation of the Bank of Italy and Consob of 13 August 2018 relating to central counterparties, central depositories and centralised administration known as the “single provision on post-trading”, attached as Annex 2),
- as documented by the confirmation of receipt and/or the notification made pursuant to Article 43 of the Combined Regulation of the Bank of Italy and Consob of 13 August 2018 relating to central counterparties, central depositories and centralised administration known as the “single provision on post trading”, to be submitted, on penalty of invalidity of this declaration of submission of the slate, by and no later than the twenty first day prior to the date of first call of the Shareholders’ Meeting, and therefore by 22 April 2021,

contribute to the submission of a slate for the appointment of members of the Board of Directors and the Management Control Committee for the years 2021-2023, composed of the following persons:

First section

Candidates for the position of Director (who are not candidates for the position of member of the Management Control Committee)

- 1), born inon.....
- 2), born inon.....
- 3), born inon.....
- 4), born inon.....
- 5), born inon.....
- 6), born inon.....
- 7), born inon.....

- 8), born inon.....
- 9), born inon.....
- 10), born inon.....
- 11), born inon.....
- 12), born inon.....

The following candidate is indicated for the position of Chief Executive Officer:

....., born inon.....

Second section

Candidates for the position of Director who are also candidates for the position of member of the Management Control Committee

- 1), born inon.....
- 2), born inon.....
- 3), born inon.....

Date

.....
(Signature)

Annexes:

- 1) photocopy of identity document;
- 2) (if the box is ticked for simultaneous submission) confirmation of receipt and/or notification made pursuant to Article 43 of the Combined Regulation of the Bank of Italy and Consob of 13 August 2018 relating to central counterparties, central depositories and centralised administration known as the “single provision on post-trading”.

I, the undersigned, declare that I am aware of and agree that the information on the identity and percentage shareholding held will be made public pursuant to applicable legislation and in any case that I have read the information pursuant to and for the purposes of Article 13 of Regulation (EU) 2016/679 on the protection of personal data (set out at the end of this document), and agree that the

personal data collected may be processed by Società Cattolica di Assicurazione – Società per Azioni, including electronically, exclusively for the purposes of the procedure for which this statement is made.

I confer a proxy for submission of this document to the Società Cattolica di Assicurazione – Società per Azioni and for the carrying out all other acts necessary for the submission of the aforementioned slate _____, where I elect domicile for the purposes of any communications relating to the same slate.

Date

.....

(Signature)

INFORMATION ON THE PROCESSING OF PERSONAL DATA

The personal data requested is the subject of processing and will be used for purposes strictly related to the fulfilment of the related requirements of shareholders' meetings and companies, and also those deriving from legal obligations, including those instrumental to fulfilment of said obligations and referring to the communication of data thus collected to the control and supervisory bodies and to other public administrations.

The processing is carried out electronically and in printed format by the Data Controller directly and through persons authorised to process the data. Personal data and the documents submitted 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 Società Cattolica di Assicurazione - Società per Azioni, with registered office at Lungadige Cangrande 16, Verona 37126. The data subject may assert his/her rights by contacting the Data Controller and on its behalf the Data Protection Officer (DPO) of the Cattolica Group based at Lungadige Cangrande 16, Verona 37126, email dpo@cattolicaassicurazioni.it, as expressed by Articles 15 *et seq.* of European Regulation 2016/679 of the European Parliament and of the Council.

SOCIETÀ CATTOLICA DI ASSICURAZIONE – SOCIETÀ PER AZIONI - VERONA
 ORDINARY SHAREHOLDERS' MEETING
 13 (I call) – 14 (II call) May 2021

Election of members of the Board of Directors and the Management Control Committee

I, the undersigned,, born in.....on....., a citizen of....., resident in tax identification code, aware that fraudulent statements, falsification of documents and the use of false documents or documents containing data that no longer reflect the truth are punished in accordance with the Criminal Code and the related special laws, in relation to the Ordinary Shareholders' Meeting of Società Cattolica di Assicurazione - Società per Azioni (hereinafter, "Cattolica"), with registered office at Lungadige Cangrande 16, Verona 37126, called for Thursday 13 May 2021 at first call, and for Friday 14 May 2021 at second call, for the purpose, among other items on the agenda, of the appointment of members of the Board of Directors and of the Management Control Committee for the financial years 2021-2023,

DECLARE

1. that I agree irrevocably and henceforth to stand as a candidate for the position of Director of Cattolica Assicurazioni;
 that I agree irrevocably and henceforth to stand as a candidate for the position of member of the Board of Directors and of the Management Control Committee of Cattolica Assicurazioni;
2. that I am not subject to any of the causes of ineligibility and incompatibility laid down by law, by the regulations and by the current Articles of Association for the position of member of the Board of Directors;
3. that I meet the requirements of professionalism, integrity and independence laid down by law, the applicable regulations and by the Articles of Association for the position of Director of Cattolica;
4. that I am not in any of the situations described in Article 2, Recommendation 7 of the Corporate Governance Code for Listed Companies issued by Borsa Italiana and can be classified as an independent director for the purposes of this Code;
 that I am one or more of the situations described in Article 2, Recommendation 7 of the Corporate Governance Code for Listed Companies issued by Borsa Italiana and can be

classified as a non-independent director for the purposes of this Code;

5. that I fulfil the independence requirements provided for in Article 148, paragraph 3, of Legislative Decree No. 58/1998;
 that I do not fulfil the independence requirements provided for in Article 148, paragraph 3, of Legislative Decree No. 58/1998;
6. that I am registered in the Register of Statutory Auditors;
 that I am not registered in the Register of Statutory Auditors;
7. that I hold the positions of administration and control in other companies referred to in Annex 1., which I hereby authorise to be made available to the Shareholders pursuant to Article 2409-*septiesdecies* of the Italian Civil Code, undertaking to immediately notify any changes on the date of the Shareholders' Meeting by sending a notification to the address Assemblea@pec.gruppocattolica.it;
 that I do not hold any management and control positions in other companies.

I, the undersigned, hereby declare, in the event of my election, that I accept the appointment as Director, also undertaking to produce the appropriate documentation as proof of fulfilment of the above requirements and, for all documents relating to the position, to elect domicile at Società Cattolica di Assicurazione – Società per Azioni, Lungadige Cangrande 16, Verona.

I, the undersigned, also undertake to promptly notify Cattolica of any subsequent changes to the above statement.

Lastly, I, the undersigned, declare that I am aware of and agree that this statement, together with the list of positions and my *curriculum vitae*, which is attached hereto, may be made public pursuant to the applicable legislation, and in any case that I have read the information pursuant to and for the purposes of Article 13 of Regulation (EU) 2016/679 on the protection of personal data (set out at the end of this document), and agree that the personal data collected may be processed by Società Cattolica di Assicurazione – Società per Azioni, including electronically, exclusively for the purposes of the procedure for which this statement is made.

The following documents are attached:

1. a list of management and control positions in other companies pursuant to Article 2409-*septiesdecies* of the Italian Civil Code (only if box 7 above is ticked in the affirmative)
2. a signed *curriculum vitae*;
3. a photocopy of an identity document.

place and date

In witness whereof

INFORMATION ON THE PROCESSING OF PERSONAL DATA

The personal data requested is the subject of processing and will be used for purposes strictly related to the fulfilment of the related requirements of shareholders' meetings and companies, and also those deriving from legal obligations, including those instrumental to fulfilment of said obligations and referring to the communication of data thus collected to the control and supervisory bodies and to other public administrations.

The processing is carried out electronically and in printed format by the Data Controller directly and through persons authorised to process the data. Personal data and the documents submitted 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 Società Cattolica di Assicurazione - Società per Azioni, with registered office at Lungadige Cangrande 16, Verona 37126. The data subject may assert his/her rights by contacting the Data Controller and on its behalf the Data Protection Officer (DPO) of the Cattolica Group based at Lungadige Cangrande 16, Verona 37126, email dpo@cattolicaassicurazioni.it, as expressed by Articles 15 *et seq.* of European Regulation 2016/679 of the European Parliament and of the Council.