

NOTICE OF MEETING

SOCIETÀ CATTOLICA DI ASSICURAZIONE Società per Azioni

Registered office at Lungadige Cangrande 16, Verona

Tax code and Verona Companies Register No.

00320160237

Listed in the Register of Insurance Companies at No. 1.00012

A company subject to the management and coordination of Assicurazioni Generali S.p.A.

A Generali Group company, listed in the Register of Insurance Groups under No. 26

Fully paid-up share capital €685,043,940.00

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting is convened **for 10.00am on Tuesday 26 April 2022** at single call, exclusively by means of telecommunications - as permitted by the applicable legislative framework - to discuss and resolve on the agenda below.

Pursuant to Article 106, paragraph 4, of Legislative Decree No. 18 of 17 March 2020, converted by Law No. 27 of 24 April 2020, as amended, participation in and exercise of voting rights at the Shareholders' Meeting by those entitled is permitted solely through the Designated Representative, pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998, according to the instructions provided in the specific section of this notice. The Designated Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-*novies* of the Consolidated Law on Finance (TUF), in derogation from Article 135-*undecies*, paragraph 4, of the TUF.

AGENDA:

1. Approval of the 2021 financial statements and accompanying report, with consequent and related resolutions.
2. The award of a mandate for the statutory audit of the accounts for the years 2022-2030 to a new auditor and determination of the relevant consideration after

Società Cattolica di Assicurazione S.p.A.

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Cap. Soc. Euro 685.043.940,00 i.v. - C. F. e iscr. Reg. Imp. di VR n. 00320160237 - R.E.A. della C.C.I.A.A. di Verona n. 9962 - P. IVA del Gruppo IVA Cattolica Assicurazioni n. 04596530230 - Albo Imprese presso IVASS n. 1.00012 - Rappresentante del Gruppo IVA Cattolica Assicurazioni - Società soggetta all'attività di direzione e coordinamento da parte della società Assicurazioni Generali S.p.A. - Trieste - Società del Gruppo Generali, iscritto all'Albo dei gruppi assicurativi al n. 26 - Impresa autorizzata all'esercizio delle assicurazioni a norma dell'art. 65 R.D.L. numero 966 del 29 aprile 1923.
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- consensual early termination of the mandate of the current auditor.
3. The appointment, pursuant to Article 2386 of the Italian Civil Code and Article 24.4 of the Articles of Association, of 3 (three) members of the Board of Directors, 1 (one) of whom is a member of the Management Control Committee.
 4. Report on 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 No. 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 No. 58/1998.

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

According to the applicable procedures and deadlines, 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 Friday 26 March 2022), 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 Shareholders' 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 referred to in Article 125-ter, paragraph 1, of Legislative Decree No. 58 of 24 February 1998 (the Consolidated Law on Finance 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 Saturday 26 March 2022) by certified email to the address assemblea@pec.gruppocattolica.it, or by email to AdempimentiSocietari@cattolicaassicurazioni.it, or delivered by hand to the registered office at Lungadige Cangrande 16, Verona, for the attention of the Head of the Corporate Obligations function. In the latter case, also in view of the health emergency and in order to better organise the appropriate safety precautions for access to company premises, requests to access Company premises must be emailed at least 24 hours beforehand to AdempimentiSocietari@cattolicaassicurazioni.it, it being specified that documents may be delivered by hand to the registered office during office hours (Mon-Fri 8.30am-5.00pm). On Saturday 26 March, requests may therefore be sent only by email to

AdempimentiSocietari@cattolicaassicurazioni.it or by certified electronic mail to assemblea@pec.gruppocattolica.it. Shareholders wishing to add items to the agenda must also prepare and send 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, by the same deadline.

This request must be accompanied by a specific notice produced by the depositary intermediary, with effect from the date of the request, addressed to the Company, according to the procedures and at the addresses indicated above, attesting to the ownership of the shares by the requesting Shareholders, as well as the shareholding required to request agenda additions.

Any additions to the agenda will be made known, within the statutory deadlines, in the same forms as those established for the publication of this Notice of Meeting.

Similarly, reports prepared by Shareholders requesting additions to the agenda, accompanied by any changes made by the Board of Directors, will be made available to the public in the same form and according to the same procedures as for the Shareholders' Meeting documentation.

Once their relevance to the items on the Shareholders' Meeting agenda have been ascertained, these proposals will be published on the Company's website by the statutory deadlines, in order to allow Shareholders entitled to vote to express their opinion in full knowledge of the circumstances, including in relation to said new proposals, and to allow the Designated Representative to collect any voting instructions related to them.

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APPOINTMENT, PURSUANT TO ARTICLE 2386 OF THE ITALIAN CIVIL CODE AND ARTICLE 24.4 OF THE ARTICLES OF ASSOCIATION, OF 3 (THREE) MEMBERS OF THE BOARD OF DIRECTORS, 1 (ONE) OF WHOM IS A MEMBER OF THE MANAGEMENT CONTROL COMMITTEE

As regards the appointment of 3 (three) members of the Board of Directors, one of whom is a member of the Management Control Committee, the appointments are made 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 that, alone or together with other Shareholders, own shares representing in aggregate at least 1% of the share capital, as per Consob Executive Resolution No. 60 of 28 January 2022.

Slates must be deposited at the Company's registered office or sent by certified email to assemblea@pec.gruppocattolica.it, by the 25th calendar day prior to that set for the Shareholders' Meeting, i.e. by Friday 1 April 2022. Pursuant to Article 22.7 of the Articles of Association, if only one slate has been submitted by the above date, the deadline for submitting slates shall be extended until the third calendar day following the above deadline (Monday 4 April 2022) by 5pm, and the threshold for entitlement to submit referred to in the preceding paragraph shall be reduced to half. If slates are submitted to the registered office, also 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 AdempimentiSocietari@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/Shareholders' Meeting section, within the deadline for publication of this meeting notice. Shareholders are therefore invited to review said procedure for more comprehensive information.

There is no provision for the election of a Minority Director pursuant to Article 23.3 of the Articles of Association, as this was done at the Shareholders' Meeting of 14 May 2021.

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 2021 Financial Statements, Report on Remuneration, forms to be used for proxy voting, as indicated below, and the Annual Report on Corporate Governance and Ownership Structure 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.

These documents will also be available on the Company's corporate website <http://www.cattolica.it/home-corporate> section in the Governance/Shareholders' Meeting section, and from Borsa Italiana S.p.A., on the Consob-authorized 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 to be collected from the Company's registered office, in view of the 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 AdempimentiSocietari@cattolicaassicurazioni.it. Please remember that access is only possible during office hours (Mon-Fri 8.30am-5.00pm, excluding Friday 15 April and Monday 25 April 2022).

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PARTICIPATION IN THE SHAREHOLDERS' MEETING

Entitlement to attend Shareholders' 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 party entitled to vote.

The notice is sent by the intermediary on the basis of the information on the record date, which is the seventh trading day prior to the Shareholders' Meeting date (Wednesday 13 April 2022).

Any party holding shares after Tuesday 13 April 2022 (the record date) will not be entitled to participate in and vote at the Shareholders' 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 in the Shareholders' 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 Shareholders' 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. 15 of 25 February 2022, converted with amendments into the “Mille Proroghe” Decree, **Shareholders may take part in the Shareholders’ Meeting, without attending the meeting location, exclusively by granting a proxy to the Designated Representative pursuant to Article 135-undecies of the TUF** (the “Designated Representative”), according to the procedures described below.

The Company has identified Computershare S.p.A., with registered office at Via Lorenzo Mascheroni 19, 20145 Milan, as the Designated Representative.

Participation in the Shareholders’ Meeting by the corporate officers, the Secretary and the Designated Representative, as well as any other parties authorised by the Chairman of the Board of Directors, will take place through the use of remote connection systems that guarantee the identification of said parties in accordance with the rules that apply in such an event, in accordance with the statutory measures in place to contain the Covid-19 epidemic.

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PARTICIPATION AND VOTING IN THE SHAREHOLDERS’ MEETING THROUGH THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135 – UNDECIES OF THE TUF – PROXIES AND SUB-PROXIES PURSUANT TO ARTICLE 135 - NOVIES OF THE TUF

Participation in the Shareholders’ Meeting is permitted exclusively through the granting of a proxy to the Designated Representative.

Shareholders intending to take part in the Shareholders’ Meeting must therefore be represented, free of charge (subject to any costs of sending the proxy) by the Designated Representative by the granting of a proxy containing voting instructions on all or some of the items on the agenda.

The Designated Representative must receive the proxy, according to the procedures described below, by the end of the second trading day before the date of the Shareholders’ Meeting, i.e. by Friday 22 April 2022, using the appropriate form, which will be available on the Company’s corporate website at <http://www.cattolica.it/home-corporate>, in the “Governance/Shareholders’ Meeting” section, which also specifies how to grant and send the proxy, and to revoke the proxy and any voting instructions that may have already been conferred, by the same deadline.

The proxy granted to the Designated Representative pursuant to Article 135 – *undecies* of the TUF, containing 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 grant the proxy - must be sent to Computershare S.p.A., within the above deadline, a) to the certified email address cattolica@pecserviziolitoli.it or b) by sending the original of the proxy and a copy of the further documentation attached by registered letter with return receipt to Computershare S.p.A., Via Monte Giberto 33 – 00138 Rome; in the latter case, a copy of the documentation reproduced electronically may be sent by ordinary email in advance of the registered letter to the mailbox cattolica@pecserviziolitoli.it (please note that the registered letter must arrive within the above deadline to be valid).

The Designated Representative may also, again according to the above procedures, be granted a proxy and/or sub-proxy in accordance with Article 135-*novies* of the TUF, in derogation from Article 135-*undecies*, paragraph 4 of the TUF, using the form provided on the Company's corporate website <http://www.cattolica.it/home-corporate> in the "Governance/Shareholders' Meeting" section.

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

The Designated Representative will be available for clarification or information at +39 02 124128 810 from 10.00am to 1.00pm and from 2.00pm to 5.00pm, Monday to Friday, or at the email address cattolica@pecserviziolitoli.it.

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

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RIGHT TO ASK QUESTIONS CONCERNING ITEMS ON THE AGENDA

Given that the Shareholders' Meeting is attended exclusively through the Designated Representative, Shareholders may ask questions about the items on the agenda prior to the meeting by sending them to the Company in writing by certified email to assemblea@pec.gruppocattolica.it, or by email to AdempimentiSocietari@cattolicaassicurazioni.it, or by delivery by hand to the registered office at Lungadige Cangrande 16, Verona, for the attention of the Head of the Corporate Obligations function, making sure to specify the agenda item to which the request refers. In the latter case, also in view of the 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 AdempimentiSocietari@cattolicaassicurazioni.it, it being specified that documents may be delivered by hand to the registered office only during office hours (Mon-Fri 8.30am-

5.00pm) .

Questions must be received by the Company by and no later than Tuesday 13 April 2022.

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 company 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 by means of a specific notice issued by the depositary intermediary.

Questions received by the stated deadlines that are relevant to the agenda and comply with the procedures, deadlines and conditions indicated above, will be answered by 20 April 2022 by publication on the Company's website, with the option to provide a single response to questions on a similar subject.

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INFORMATION ON THE SHARE CAPITAL

The subscribed and fully paid-up share capital amounts to €685,043,940.00 as at the date of this Notice of Meeting and is represented by 228,347,980 ordinary shares. Each share entitles the holder to one vote.

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

This Notice of Meeting was published today on the Company website, on Borsa Italiana S.p.A., on the Consob-authorized eMarket-Storage facility and, as an excerpt, in the *Il Sole 24 Ore* daily newspaper.

Verona, 16 March 2022

The Chairman

Davide Croff