

**SOCIETÀ CATTOLICA DI ASSICURAZIONE**  
**Società per Azioni**

SHAREHOLDERS' MEETING OF 26 APRIL 2022

OPERATING PROCEDURES  
FOR THE SUBMISSION OF SLATES  
FOR THE ELECTION OF 3 (THREE) MEMBERS OF THE BOARD OF DIRECTORS, 1 (ONE) OF WHOM IS A  
MEMBER OF THE MANAGEMENT CONTROL COMMITTEE

**OPERATING PROCEDURES FOR THE SUBMISSION OF SLATES**  
**FOR THE ELECTION OF 3 (THREE) MEMBERS OF THE BOARD OF DIRECTORS, OF WHOM (1) IS A**  
**MEMBER OF THE MANAGEMENT CONTROL COMMITTEE**

Without prejudice to compliance with the provisions of law and the Articles of Association governing procedures for the appointment of Directors, for greater clarity and uniformity of treatment and to facilitate the exercise of the right of Shareholders to submit slates for the appointment of 3 (three) members of the Board of Directors, 1 (one) of whom is a member of the Management Control Committee, of Società Cattolica di Assicurazione – Società per Azioni, as provided for the Shareholders' Meeting of 26 April 2022, the Board of Directors has decided to make explicit the following operating procedures for conducting the related activities.

With regard to the requirements and resolutions relating to the appointment of the members of the Board of Directors and the Management Control Committee, we will proceed on the basis of the provisions 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 carry out the activities indicated below, Shareholders may contact and refer to the Company's Corporate Obligations function at its registered office in Verona, by the methods indicated below.

**Section I**

1. The candidate slates, in accordance with the provisions on the composition of the Board of Directors in the applicable legislation and the Articles of Association, are divided into two sections: the first section lists candidates for the position of Director who are not candidates for the position of member of the Management Control Committee; and the second section indicates the candidate for the position of Director and member of the Management Control Committee. The candidate from the second section of the slates must meet the requirements indicated in Article 21.1 of the current Articles of Association.
2. The slates shall contain two names in the first section, reserved for candidates for the position of Director (not candidates for the position of member of the Management Control Committee), and a single name in the second section, reserved for the candidate for the position of Director and member of the Management Control Committee.
3. The slates shall be submitted, in accordance with the Articles of Association, on a single occasion, together with all the ancillary documentation listed in the following sections, relating to the nominators, by filing at the Company at least 25 days before the date for which the Shareholders' Meeting has been called, i.e. by Friday 1 April 2022, by certified email at [assemblea@pec.gruppocattolica.it](mailto:assemblea@pec.gruppocattolica.it), by 23.59pm on Friday 1 April 2022, or by hand at the registered office at the following times, and in any case subject to and in accordance with the applicable emergency provisions: between 9.00am and 5.00pm, Monday to Friday. If slates are delivered to the registered office, 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](mailto:AdempimentiSocietari@cattolicaassicurazioni.it).

4. 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.
5. If, by the deadline for filing the slates at the Company's registered office (Friday 1 April 2022), only one slate has been submitted, regardless of its composition and expression, the deadline for the submission of slates shall be extended to the third calendar day following this deadline (Monday 4 April 2022), by 5.00pm, and the threshold for entitlement to submit referred to in the preceding paragraph shall be reduced by half.
6. Declarations of submission of a slate may be collective or individual (subject to the percentage of share capital represented for entitlement to submit the slate) and must be signed by the nominating Shareholders. They shall also contain the details of each nominating Shareholder and the names of the candidates for whom they are submitted with the relative 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 nominator (showing every detail, front and back);
  - b) confirmation of receipt and/or notification pursuant to Article 43 of the Combined Regulation of the Bank of Italy and Consob of 13 August 2018 governing central counterparties, central depositories and centralised administration known as the “single measure on post-trading”, certifying ownership of shares on the date on which the slate is submitted.The document referred to under b) may be delivered or transmitted to the Company by the twenty-first day prior to the date on which the Shareholders' Meeting is called, i.e. by 5.00pm on Tuesday 5 April 2022, by the methods indicated in paragraph 3 above.
7. Together with each slate, by the deadline for filing the slates at the Company's registered office, declarations shall 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 meet the requirements established by applicable law, including the provisions of the Corporate Governance Code recommended for companies listed on a regulated market and the applicable Articles of Association for the position of Director and of Director and member of the Management Control Committee, including the fulfilment of any independence requirements provided for by the combined provisions referred to in Article 148, paragraph 3, of the TUF and the Corporate Governance Code for listed companies. The declarations shall be accompanied by a list of positions held pursuant to Article 2409-*septiesdecies* of the Italian Civil Code, to be updated up to the date of the Shareholders' Meeting, and by comprehensive personal and professional information on the candidate, accompanied by a signed *curriculum vitae* and a photocopy of a valid identity document (showing every detail, front and back).
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 regarding the requirements for the position, will be made available at the registered office, at Borsa Italiana S.p.A., on the Consob-authorized storage mechanism, “eMarket Storage”,

managed by Spafid Connect S.p.A. and accessible via the website <http://www.emarketstorage.com>, and on the Company's corporate website, [www.cattolica.it/home-corporate](http://www.cattolica.it/home-corporate), in the "Governance" section.

9. At least 21 days prior to the date of the Shareholders' Meeting, i.e. by Tuesday 5 April 2022, after carrying out the necessary validation checks, the slates submitted will be made available at the registered office, at Borsa Italiana S.p.A., on the Consob-authorized storage system, "eMarket Storage", managed by Spafid Connect S.p.A. and accessible via the website <http://www.emarketstorage.com> and on the Company's corporate website, [www.cattolica.it/home-corporate](http://www.cattolica.it/home-corporate), in the "Governance" section, accompanied by comprehensive personal and professional information on the candidates, the declaration attesting to fulfilment of the requirements, including the independence requirement, pursuant to the applicable legislation and the Articles of Association, for holding the respective positions of Director and member of the Management Control Committee, and indicating the identity of the nominating Shareholders and the overall percentage of the share capital that they hold.

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

*In this 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](mailto:AdempimentiSocietari@cattolicaassicurazioni.it).*

## Section II

In order to facilitate the operations, the following are attached:

- forms for the submission of slates, in single format, as appendices "A.1" and "A.2" (the latter for the case of a nominator other than a natural person);
- a form for acceptance of the nomination and self-certification of fulfilment of the requirements, as Appendix "B" (for nomination as a member of the Board of Directors and for nomination as a member of the Board of Directors and the Management Control Committee).

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SOCIETÀ CATTOLICA DI ASSICURAZIONE – SOCIETÀ PER AZIONI - VERONA  
ORDINARY SHAREHOLDERS' MEETING

26 April 2022

Election of 3 (three) members of the Board of Directors, of whom 1 (one) is a member of the Management Control Committee

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

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 governing central counterparties, central depositories and centralised administration known as the "single measure on post-trading", appended below under 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 governing central counterparties, central depositories and centralised administration known as the “single measure 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 on which the Shareholders' Meeting is called, i.e. by 5.00pm on 5 April 2022,

contribute to the submission of a list for the appointment of 3 (three) members of the Board of Directors, of whom 1 (one) is a member of the Management Control Committee, composed of the persons listed below:

**Section I**

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

- 1) ....., born in .....on.....
- 2) ....., born in .....on.....

**Section II**

**Candidate for the position of Director who is also a candidate for the position of member of the Management Control Committee**

1) ....., born in .....on.....

Date .....

.....

(Signature)

Appendices:

- 1) photocopy of a valid identity document;
- 2) (in the event that 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 governing central counterparties, central depositories and centralised administration known as the “single measure on post-trading”.

I, the undersigned, declare that I am aware of and agree that the information on the identity and percentage shareholding held shall 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) No 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 by electronic means, exclusively for the purposes of the procedure for which this declaration is made.

I grant a proxy for submission of this document to Società Cattolica di Assicurazione – Società per Azioni and for the carrying out of all other acts necessary for the submission of the aforementioned slate to \_\_\_\_\_, 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 are the subject of processing and will be used for purposes strictly related to the fulfilment of the relevant shareholders' meeting and company requirements, 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, having its registered office at Lungadige Cangrande 16, (37126) Verona. The data subject can assert his/her rights by contacting the Data Controller and on its behalf the Data Protection Officer (DPO), having its registered office at Lungadige Cangrande, 16, (37126) Verona, email [dpo@cattolicaassicurazioni.it](mailto:dpo@cattolicaassicurazioni.it), as laid down in 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

26 April 2022

Election of 3 (three) members of the Board of Directors, of whom 1 (one) is a member of the Management Control Committee

I, \_\_\_\_\_ the \_\_\_\_\_ undersigned,  
born in \_\_\_\_\_ on \_\_\_\_\_ 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 governing central counterparties, central depositories and centralised administration known as the "single measure on post-trading", appended below under 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 governing central counterparties, central depositories and centralised administration known as the "single measure 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 for which the Shareholders' Meeting is called, i.e. by 5.00pm on 5 April 2022,

contribute to the submission of a list for the appointment of 3 (three) members of the Board of Directors, of whom 1 (one) is a member of the Management Control Committee, composed of the persons listed below:

**Section I**

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

- 1) \_\_\_\_\_, born in \_\_\_\_\_ on \_\_\_\_\_
- 2) \_\_\_\_\_, born in \_\_\_\_\_ on \_\_\_\_\_

**Section II**

**Candidate for the position of Director who is also a candidate for the position of member of the Management Control Committee**

1) ....., born in .....on.....

Date .....

.....  
(Signature)

Appendices:

- 1) a photocopy of the valid identity document;
- 2) (in the event that 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 governing central counterparties, central depositories and centralised administration known as the “single measure on post-trading”.

I, the undersigned, declare that I am aware of and agree that the information on the identity and percentage shareholding held shall 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) No 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 by electronic means, exclusively for the purposes of the procedure for which this declaration is made.

I grant a proxy for submission of this document to Società Cattolica di Assicurazione – Società per Azioni and for the carrying out of all other acts necessary for the submission of the aforementioned slate to \_\_\_\_\_, 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 are the subject of processing and will be used for purposes strictly related to the fulfilment of the relevant shareholders' meeting and company requirements, 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, having its registered office at Lungadige Cangrande 16, (37126) Verona. The data subject can assert his/her rights by contacting the Data Controller and on its behalf the Data Protection Officer (DPO), having its registered office at Lungadige Cangrande, 16, (37126) Verona, email [dpo@cattolicaassicurazioni.it](mailto:dpo@cattolicaassicurazioni.it), as laid down in 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  
26 April 2022

Election of 3 (three) members of the Board of Directors, of whom 1 (one) is a member of the Management Control Committee

I, the undersigned, ....., born in.....on....., a citizen of [country], 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"), having its registered office at Lungadige Cangrande No. 16, Verona, called for Tuesday 26 April 2022, relating, among other items on the agenda, to the appointment of 3 (three) members of the Board of Directors, of whom 1 (one) is a member of the Management Control Committee,

DECLARE

1.  that I agree irrevocably and henceforth to stand as a candidate for the position of Director of Cattolica Assicurazioni;  
 that I hereby irrevocably accept my nomination 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 regulatory provisions and by the Articles of Association for the position of member of the Board of Directors;
3.  that I meet the requirements of professionalism and integrity laid down by the applicable law and regulations and by the Articles of Association for the position of Director of Cattolica Assicurazioni;  
 that I meet the requirements of professionalism, integrity and independence laid down by the applicable law and regulations and by the Articles of Association for the position of Director and member of the Management Control Committee of Cattolica Assicurazione;
4.  that I am not in any of the situations described in Article 2, Recommendation 7, of the Corporate Governance Code for listed companies promoted by Borsa Italiana and can be classified as an independent director for the purposes of the above Code;

- that I am one or more of the situations described in Article 2, Recommendation 7, of the Corporate Governance Code for listed companies promoted by Borsa Italiana and can be classified as a NON-independent director for the purposes of the above Code;
5.  that I meet the independence requirements laid down in Article 148, paragraph 3, of Legislative Decree No. 58/1998;
    - that I do not meet the independence requirements laid down in Article 148, paragraph 3, of Legislative Decree No. 58/1998;
  6.  that I am listed in the Register of Statutory Auditors;
    - that I am NOT listed in the Register of Statutory Auditors;
  7.  that I hold directorships or auditing positions in other companies referred to in Appendix 1., which is hereby authorised to be made available to the Shareholders pursuant to Article 2409-*septiesdecies* of the Italian Civil Code, also undertaking to immediately notify any changes to the date of the Shareholders' Meeting by sending a notice to the address [Assemblea@pec.gruppocattolica.it](mailto:Assemblea@pec.gruppocattolica.it);
    - that I do NOT hold directorships or auditing 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 Assicurazioni of any subsequent changes to the above declaration.

Lastly, I, the undersigned, declare that I am aware of and agree that the information on the identity and percentage shareholding held shall 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) No 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 by electronic means, exclusively for the purposes of the procedure for which this declaration is made.

The following documents are attached:

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

place and date

In witness whereof

.....

.....

**INFORMATION ON THE PROCESSING OF PERSONAL DATA**

The personal data requested are the subject of processing and will be used for purposes strictly related to the fulfilment of the relevant shareholders' meeting and company requirements, 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, having its registered office at Lungadige Cangrande 16, (37126) Verona. The data subject can assert his/her rights by contacting the Data Controller and on its behalf the Data Protection Officer (DPO), having its registered office at Lungadige Cangrande, 16, (37126) Verona, email [dpo@cattolicaassicurazioni.it](mailto:dpo@cattolicaassicurazioni.it), as laid down in Articles 15 *et seq.* of European Regulation 2016/679 of the European Parliament and of the Council.