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Oggetto : Cattolica Assicurazioni Shareholders'  
Meeting

*Testo del comunicato*

Vedi allegato.

## PRESS RELEASE

### CATTOLICA ASSICURAZIONI S.p.A. SHAREHOLDERS' MEETING

### ANNUAL FINANCIAL STATEMENTS FOR 2021 APPROVED

### THREE BOARD MEMBERS CONFIRMED

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Verona, 26 April 2021. The Ordinary Shareholders' Meeting of Cattolica Assicurazioni was held today in Verona, under the chairmanship of Davide Croff.

In view of the emergency related to the COVID-19 epidemic and for the purposes of maximum protection and security of shareholders, and in accordance with the provisions of the "Cura Italia" Decree and more specifically pursuant to Article 106, paragraphs 4 and 6, of Legislative Decree No. 18 of 17 March 2020, the General Meeting was held through the Appointed Representative (Computershare S.p.A.) to whom the shareholders delegated power, pursuant to and in accordance with Legislative Decree no. 58 of 24 February 1998, containing voting instructions on the matters on the agenda.

At the Annual Shareholders' Meeting, through the Designated Representative 196,910,593 ordinary shares were represented in total, corresponding approximately to 86.232% of the share capital.

The **Chairman of Cattolica Assicurazioni, Davide Croff**, stated: *"The Shareholders' Meeting closed with the wide-ranging approval of the 2021 financial statements and the distribution of a dividend of € 0.15 per share. A result which, as witnessed by the figures, crowns a decidedly positive year for Cattolica, which thus firmly maintains its role among the major players in the Italian insurance industry. Despite a context of great complexity and uncertainty for the global economic system, the Company, now controlled by Assicurazioni Generali, has shown that it enjoys the confidence of its shareholders and the market, thanks to the work carried out by the entire management and by virtue of a progressive integration with the Generali Group which is already bringing positive results in terms of business and results orientation"*.

## **1. Approval of the 2021 financial statements and the accompanying report, with consequent and related resolutions.**

The 2021 financial year closed at consolidated level with total premium income from direct and indirect Non-Life and Life business up 9.8% to €5,166m. In Life business, there was a 16.6% increase thanks to growth in Unit Linked business (+152.3%). Premium income from direct Non-Life business is also up 1.4% thanks to the Non-Motor business.

The operating result fell by -14.7% to €300m. Group net profit at €96m (€36m FY2020) improved significantly compared to the previous year, despite €164m in write-downs (of which €145m related to goodwill impairment of joint venture companies with BancoBPM group).

Cattolica Assicurazioni's Solvency II ratio as at December 31st, 2021 was 203% including the dividend effect. The ratio is calculated according to the Standard Formula with use of the Undertaking Specific Parameters (USP) authorized by the Supervisory Authority. The ratio shows a recovery compared to FY2020 (188%).

The Shareholders' Meeting approved, with the majority provided for by the Law and the Articles of Association and precisely with the percentage equal to approximately 99.993% of the ordinary shares represented at the Meeting, Cattolica Assicurazioni's 2021 Financial Statements.

## **2. Appointment of a new statutory auditor for the financial years 2022-2030 and determination of the related fee after early consensual termination of the appointment of the current auditor.**

The Shareholders' Meeting approved with a majority of about 99.996% of those entitled, the appointment of KPMG S.p.A. for the legal audit of the accounts for the financial years 2022 - 2030.

As provided for by the reference regulations, the resolution of the Shareholders' Meeting was taken on the basis of the recommendation, prepared pursuant to art. 16 of EU Regulation 537/2014, containing the preference expressed by the Management Control Committee in favor of the assignment to KPMG S.p.A., as an alternative to maintaining the current audit assignment by BDO Italia S.p.A..

As a consequence of the appointment of KPMG S.p.A., it was necessary, at the same time, to terminate in advance the audit engagement granted to BDO Italia S.p.A. in December 2021. The Shareholders' Meeting, therefore, taking into account the position expressed by the Board of Statutory Auditors and the absence of observations by BDO Italia S.p.A., approved the consensual termination of the current engagement of this auditing firm pursuant to art. 13 Legislative Decree 39/2010 and 7 DM 261/2012.

Today's appointment of KPMG S.p.A., formerly the auditor of the parent company Assicurazioni Generali S.p.A., is in line with the view of the single auditor of the Group and allows for significant synergies in the performance of audits, with consequent effects in terms of effectiveness and efficiency of the legal audit activity, as well as a simplification with regard to the application of the rules on independence.

**3. Appointment, pursuant to art. 2386 of the Italian Civil Code and art. 24.4 of the Articles of Association, of 3 (three) members of the Board of Directors, of which 1 (one) member of the Control Management Committee.**

The Shareholders' Meeting with the majority required by the Law and the Articles of Association, and specifically with the percentage of approximately 99.994% of the ordinary shares represented at the Meeting, appointed the following members of the Board of Directors:

Section 1:

- Cristina Rustignoli, born in Monfalcone (GO) on 11/02/1966
- Francesco Bardelli, born in Varese on 04/02/1976

Section 2:

- Carlo Maria Pinardi, born in Milan on 11/12/1957.

**4. Report on the remuneration policy and on the remuneration paid:**

**a) Approval of the first section of the Report on the remuneration policy and on the remuneration paid, pursuant to art. 123 ter, paragraph 3 of Legislative Decree 58/1998 and of articles 41, 59 and 93 of IVASS Regulation 38/2018.**

**b) Resolution on the second section of the Report on the remuneration policy and on the remuneration paid, pursuant to art. 123 ter, paragraph 6 of Legislative Decree 58/1998.**

The Shareholders' Meeting approved, with the majority required by law and by the Articles of Association, the Report on remuneration policy and on the remuneration paid, and specifically with the percentage of about 99.94% of the shareholders entitled represented at the meeting, it approved the first section of the report; with the percentage of about 98.401% of the shareholders entitled represented at the meeting it voted in favour of the second section of the report.

\* \* \*

Pursuant to paragraph 2 of Article 154-bis of the Consolidated Law on Finance, Corporate Financial Reporting Manager Atanasio Pantarrotas declares that the accounting information contained in this press release matches the company documents, books and financial records.

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The financial statements approved by the Shareholders' Meeting held today, together with the documents required by current regulations, and the

consolidated financial statements as at 31 December 2021 are available to the public, as part of the annual financial report, at the registered office, on the "corporate" website [www.cattolica.it/home-corporate](http://www.cattolica.it/home-corporate), on the storage mechanism authorised by Consob called "eMarket STORAGE", managed by Spafid Connect S.p.a. and accessible from the website [www.emarketstorage.com](http://www.emarketstorage.com).

The minutes of the Shareholders' Meeting and the summary report on the results of voting will be made available within the deadlines required by law.

## SOCIETÀ CATTOLICA DI ASSICURAZIONE

***Cattolica Assicurazioni**, a company of the Generali Group, is one of the major players in the Italian insurance market, listed on the Milan Stock Exchange since 2000. With approximately 3.5 million customers who rely on insurance solutions and distributed products, Cattolica and its subsidiaries count on 1,326 agencies spread throughout the country, both in large and small towns, and on a network of 1,826 agents. Cattolica favors the insurance protection of individuals, families and production companies, with particular attention to the territory and the social and economic contexts in which they operate.*

### **CONTACT INFORMATION**

**Chief Financial Officer**

Atanasio Pantarrotas, CFA

Tel. +39 045 8391738

[Investor.relations@cattolicaassicurazioni.it](mailto:Investor.relations@cattolicaassicurazioni.it)

**Media Relations Office**

Erminia Frigerio – Media Relations

[erminia.frigerio@cattolicaassicurazioni.it](mailto:erminia.frigerio@cattolicaassicurazioni.it)

Tel +39 337 1165255

Angelo Cipriani – Local Media

Tel. +39 347 5074052

[angelo.cipriani@cattolicaassicurazioni.it](mailto:angelo.cipriani@cattolicaassicurazioni.it)

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