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Testo del comunicato

Vedi allegato.

PRESS RELEASE

THE GENERAL MEETING OF CATTOLICA ASSICURAZIONI

THE MEMBERS APPROVE CATTOLICA'S CONVERSION TO A JOINT-STOCK COMPANY

HAVE APPROVED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOMINATED CARLO FERRARESI AS NEW MEMBER OF THE BOARD OF DIRECTORS

Verona, 31 July 2020. The Ordinary and Extraordinary General Meeting of Cattolica Assicurazioni was held today in Verona, under the chairmanship of Paolo Bedoni.

In view of the emergency related to the COVID-19 epidemic and for the purposes of maximum protection and security of Members, 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 Members 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.

The General Meeting through the Assigned Representative, was attended by 2722 Members, representing n. 26,077,367 shares, corresponding to 14.56% of the total number of Members and 14.96% of the share capital. The result of the vote was as follows:

- in the ordinary proceedings 2645 votes, of which 1850 votes (69.94%) for list number 1 and 636 votes(24.05%) for list number 2.
- in the extraordinary session: as far as it regards point 2, amendments of the Articles of Association of Cooperative, 2694 of those entitled to vote take part and 1908 votes were cast (70.82%) in favor and 775 votes (28.77%) against. As regards point 3, transformation of the Cooperative into a joint-stock company, 2700 entitled participants participated and 1910 votes (70.74%) in favor and 785 votes (29.07%) against were cast.

As regards the ordinary part concerning the appointment of a member of the Board of Directors, the Meeting approved, by favourable vote and by approximately 70% of those entitled to vote, the appointment of Carlo Ferraresi (General Manager of the company) as a member of the Board of Directors, drawn from the list 1 submitted by the Board of Directors.

With regard to the **extraordinary part**, concerning:

- 1. Articles of Association: proposed amendments to articles 9, 19, 22, 25, 28, 29, 30, 33, 34, 36, 46 and 59. Related and consequent resolutions.**
- 2. Proposed conversion to a joint-stock company and the consequent adoption of a new text in the Articles of Association: resolutions pertaining thereto and consequent thereon.**

The Meeting approved, by favourable vote and with the percentage of approximately 71% of those entitled to vote, the amendments to Articles 9, 19, 22, 25, 28, 29, 30, 33, 34, 36, 46 and 59 of the Articles of Association as proposed by the Board of Directors, and, with the percentage of approximately 71% of those entitled to vote, the proposed conversion to a joint-stock company and subsequent adoption of a new text of the Articles of Association.

The proposed amendments to the Articles of Association will be effective, according to the transitional rules approved, only after the authorisation from IVASS and the consequent registration in the Companies Register, from which, with regard to the transformation resolution, the deadline of 15 days will apply for any exercise of the right of withdrawal by the Members who did not concur with the approval of the relevant resolution, under the conditions already indicated.

This is a crucial step in the Framework Agreement with Assicurazioni Generali.

After the voting, Cattolica Assicurazioni's Chairman of the Board, Paolo Bedoni, said: "We are pleased with the result of the vote of today's General Meeting, which approved the proposal of the Board of Directors by a large majority. Today's resolution reconfirms Cattolica Assicurazioni's Members' spirit of responsibility, propensity for innovation and the ability to take significant decisions. We express our gratitude to them for the confidence that, once again, they have placed in us.

With this historic step, the reform process undertaken by the company over 20 years ago continues, aimed at making it increasingly competitive and in step with the best practices of the insurance sector. Today's vote will allow the Company to be sound and increasingly strong in the market as well as projected towards the future through the strategic alliance with a major player such as Generali. All this without renouncing its values, its identity and its roots in the territory, including through the Fondazione Cattolica.

SOCIETÀ CATTOLICA DI ASSICURAZIONE

Cattolica Assicurazioni is one of the main players on the Italian insurance market and the only cooperative company in its industry to be listed on the Milan Stock Exchange, where it has been present since November 2000. With nearly 3.5 million customers who rely on the insurance solutions and products it distributes, the Group has total premiums of nearly €7 billion (2019). At the Group level, Cattolica has 1,395 agencies spread throughout Italy, covering both large cities and smaller towns, and a network of 1,887 agents. For further information: www.cattolica.it/profilo-societario

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