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Informazione Regolamentata n. 0479-123-2021	Data/Ora Ricezione 05 Ottobre 2021 18:31:47	MTA
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Societa' : CATTOLICA ASSICURAZIONI

Identificativo : 152695

Informazione
Regolamentata

Nome utilizzatore : CATTOLICAN03 - Pantarrotas

Tipologia : REGEM

Data/Ora Ricezione : 05 Ottobre 2021 18:31:47

Data/Ora Inizio : 05 Ottobre 2021 18:31:48

Diffusione presunta

Oggetto : Allocation of the shares relating to the performance share plans and indication of the number of shares that will be tendered under the offer

Testo del comunicato

Vedi allegato.

PRESS RELEASE

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- **UPFRONT ASSIGNMENT OF 2018-2020 LTI PERFORMANCE PLAN SHARES**
- **SUBJECT TO THE SUCCESSFUL RESULT OF THE OFFER, EARLY PARTIAL ALLOCATION OF THE 2021-2023 PERFORMANCE PLAN SHARES**
- **INDICATION ON THE NUMBER OF SHARES TO BE TENDERED UNDER THE OFFER LAUNCHED BY ASSICURAZIONI GENERALI**
- **FILING OF THE INFORMATION DOCUMENT RELATING TO TRANSACTIONS OF GREATER IMPORTANCE WITH RELATED PARTIES**

Verona, 5 October 2021. The Board of Directors of Società Cattolica di Assicurazione S.p.A. ("**Cattolica**" or the "**Issuer**"), which met today, in consideration of the fact that the suspension period for the disbursements of variable remuneration, as previously requested by IVASS, expired on 30 September 2021, agreed to proceed as per the 2018-2020 LTI Performance Share Plan Regulation (the "**2018-2020 Plan**"), by assigning an upfront stake to the beneficiaries (equal to **341,549** shares) and maintaining a deferred quota of the 2018-2020 Plan (equal to **246,414** shares), which will be assigned to the beneficiaries within one month of the end of the total Deferral Period of 5 years, expected to expire on 31/12/2022.

In the same session, the Board of Directors, in accordance with the provisions of the 2021 - 2023 Performance Share Plan Regulation (the "2021 - 2023 Plan"), also resolved, binding it to the successful completion of the Offer (as defined below), the early assignment of one annuity (12 months out of 36 overall) of the 2021 - 2023 Plan, through an upfront portion (equal to **248,771** shares) and a deferred portion (equal to **203,983** shares) which will be assigned to the beneficiaries at the end of the total deferral period of 5 years envisaged with expiry on 31/12/2025, with consequent closure of the Plan.

The aforementioned resolutions were adopted by the Board of Directors on the proposal formulated by the Nomination and Remuneration Committee also in its role of committee for transactions with related parties.

In light of the foregoing, the number of treasury shares that will be tendered to the total voluntary public offer promoted by Assicurazioni Generali S.p.A. on Cattolica ordinary shares (the "**Offer**"), in execution of the resolution of the Board of Directors on 28 September 2021 with the favourable opinion of the Related Parties Committee, is 27,004,484 shares, equal to 11.8% of the share capital, corresponding to the totality of the treasury shares held by Cattolica minus the 1,040,717 treasury shares assigned to the beneficiaries in execution of the Performance Shares Plans.

The Information Document prepared pursuant to art. 5 of Consob Regulation no.17221/2010 on transactions with related parties, concerning the acceptance of the Offer with the aforementioned treasury shares is available to the public on the Issuer's website (www.cattolica.it/opa-generalis), at the registered office and on the authorized storage mechanism called "eMarket-Storage".

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The tender offer (the "**Offer**") is made by Assicurazioni Generali S.p.A. exclusively in Italy, as Società Cattolica di Assicurazione S.p.A.'s shares are listed on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A.

The Offer has not been and will not be made in the United States of America, Canada, Japan, Australia and any other jurisdictions where making the Offer or tendering therein would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority (such jurisdictions, including United States of America, Canada, Japan and Australia are referred to as the "**Other Countries**"). The Offer has not been and will not be made by using national or international instruments of communication or commerce of the Other Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and internet), through any structure of any of the Other Countries' financial intermediaries or in any other way.

This press release and the information contained do not constitute and are not part of an offer to buy or exchange, nor of a solicitation to offer to sell or exchange, any security in the Other Countries.

The Offer is made through the publication, by Assicurazioni Generali S.p.A., of the offer document previously approved by Consob. Before joining the Offer, the shareholders of Società Cattolica di Assicurazione S.p.A. should read the documents concerning the Offer pursuant to applicable law.

This press release and the information contained are being made available for information purposes only and accessible only to persons who are not currently domiciled or located in the Other Countries.

This press release and the information contained may only be accessed in or from the United Kingdom (i) by investment professionals with experience in matters relating to investments falling within the scope of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as subsequently amended (the “**Order**”), or (ii) by high net worth companies and by such other persons falling within the scope of Article 49(2) paragraphs from (a) to (d) of the Order, or (iii) persons to whom the documents/information may otherwise be lawfully communicated (jointly, the “**Relevant Persons**”).

Acceptance of the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided for by legal or regulatory provisions. It is the sole responsibility of the participants in the Offer to comply with these rules and, therefore, before accepting the Offer, to verify their existence and applicability, by contacting a consultant.

This press release and the information contained shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the Other Countries. Anyone receiving such documents/information shall not distribute, forward or send them (neither by postal service nor by using national or international instruments of communication or commerce) in the Other Countries or to a person resident, domiciliated or located in the United Kingdom who is not a Relevant Person.

SOCIETÀ CATTOLICA DI ASSICURAZIONE

Cattolica Assicurazioni is one of the main players on the Italian insurance market, listed on the Milan Stock Exchange, where it has been present since November 2000. With around 3.5 million customers who rely on the insurance solutions and products it distributes, the Group has total premium income of €5.7 billion (2020). At the Group level, Cattolica has 1,348 agencies throughout Italy, covering both large cities and smaller towns, and a network of 1,839 agents. For further information: www.cattolica.it/profilo-societario

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