

## PRESS RELEASE

### **CONCLUSION OF THE SHARE CAPITAL INCREASE OPTION PERIOD, 99.52% SUBSCRIBED, EQUAL TO A TOTAL AMOUNT OF € 496,981,663.50**

### **THE UNEXERCISED OPTION RIGHTS TO BE OFFERED ON MILAN STOCK EXCHANGE STARTING FROM 1 DECEMBER 2014**

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*Verona, 27 November 2014.* Cattolica Assicurazioni (“**Cattolica**” or the “**Company**”) announces that the offer under option to members and shareholders, of a maximum of No. 117,500,880 newly issued Cattolica’s ordinary shares (the “**New Shares**”), has been completed today.

During the option period, which started on 10 November 2014 and ended today, both inclusive (the “**Offer Period**”), No. 55,684,220 rights have been exercised for the subscription of No. 116,936,862 New Shares, equal to the 99.52% of the total number of New Shares offered, for an overall amount of € 496,981,663.50.

At the end of the Offer Period No. 268,580 rights, which entitle to the subscription of No. 564,018 New Shares, for an overall amount of € 2,397,076.50, remained unexercised.

The unexercised rights (“**Unexercised Rights**”) shall be offered by Cattolica in the Milan Stock Exchange, pursuant to Article 2441, paragraph 3 of the Italian Civil Code, through Banca IMI S.p.A., in the trading sessions of 1, 2, 3, 4 and 5 December 2014, unless the offer is subject to an early closing (The “**Stock Exchange Offer**”). During the first trading session, the entire quantity of Unexercised Rights will be offered; in the trading sessions subsequent to the first one, any amount of Unexercised Rights not placed during the previous trading sessions, shall be offered.

The Unexercised Rights may be used to subscribe the New Shares at the price of € 4.25 for each New Share, with an option ratio of No. 21 New Shares every No. 10 Unexercised Rights purchased within the Stock Exchange Offer.

The exercise of the Unexercised Rights purchased within the Stock Exchange Offer and, consequently, the subscription of the New Shares must be carried out, by means of the authorised intermediaries belonging to the centralised management system of Monte Titoli S.p.A., under penalty of forfeiture, by and not later than 9 December 2014, with the same value date, unless the Stock Exchange Offer is subject to an early closing due to the sale of all Unexercised Rights offered during the trading sessions of 1 and 2 December 2014.

In case of an early closing of the Stock Exchange Offer, the exercise of Unexercised Rights purchased in the context of the same Offer must be carried out in advance, under penalty of forfeiture, by and not later than the third opening day of Milan Stock Exchange after the communication of the early closing and therefore:

- by and not later than 4 December 2014, with the same value date, in case of an early closing on 1 December 2014;
- by and not later than 5 December 2014, with the same value date, in case of an early closing on 2 December 2014.

It is understood that if the Unexercised Rights are not completely sold during the first two Stock Exchange trading sessions set out above (1 and 2 December 2014), the final deadline for the subscription of the New Shares is confirmed to be on 9 December 2014.

The New Shares, deriving from the exercise of the Unexercised Rights, will be credited on the accounts of the authorised intermediaries belonging to the centralised management system of Monte Titoli S.p.A. at the end of the accounting day of the last Unexercised Rights exercise day and will be available as from the following settlement day.

The offer is supported by a guarantee syndicate comprising Banca IMI S.p.A. as Global Coordinator and Joint Bookrunner, Mediobanca - Banca di Credito Finanziario S.p.A. as Co-Global Coordinator and Joint Bookrunner; Banca Aletti & C. S.p.A., BNP PARIBAS, Nomura International plc, Société Générale, UniCredit Bank, Milan Branch, Crédit Agricole Corporate & Investment Banking as Joint Bookrunners and BANCA AKROS S.p.A. - Gruppo Bipiemme Banca Popolare di Milano, UBI Banca - Unione delle Banche Italiane S.C.p.A. and Intermonte SIM S.p.A. as Co-Lead Managers.

The Prospectus is available at the Company's registered office as well as on the Company's web site [www.cattolica.it](http://www.cattolica.it).

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The present press release is available on the Company's web site: [www.cattolica.it](http://www.cattolica.it).

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