

PRESS RELEASE

SHARE CAPITAL INCREASE: THE OFFER ON THE MILAN STOCK EXCHANGE OF THE UNEXERCISED OPTION RIGHTS CLOSED EARLY

ALL OF THE UNEXERCISED OPTION RIGHTS WERE SOLD ON THE FIRST TRADING DAY

Verona, 1 December 2014. Following the press release published on 27 November 2014, Cattolica Assicurazioni (“**Cattolica**” or the “**Company**”) announces that, already during the first trading session held today, pursuant to Article 2441, paragraph 3 of the Italian Civil Code (the “**Stock Exchange Offer**”), all of the No. 268,580 rights not exercised during the option period (the “**Unexercised Rights**”), which entitle to the subscription of No. 564,018 newly issued Cattolica ordinary shares resulting from the share capital increase (the “**New Shares**”), for a total amount of € 2,397,076.50, corresponding to the 0.48% of the overall maximum of No. 117,500,880 New Shares, for a total amount of € 499,378,740, have been sold.

The exercise of the Unexercised Rights purchased within the Stock Exchange Offer and, consequently, the subscription of 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 held), 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 the third opening day of Milan Stock Exchange following the present early closing communication, and therefore by and not later than 4 December 2014, with the same value date.

The New Shares resulting from the exercise of the Unexercised Rights shall 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.

It is hereby reminded that 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.

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The present press release is available on the Company's web site: www.cattolica.it.

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