

## PRESS RELEASE

### **AUTHORISATION TO PUBLISH THE PROSPECTUS FOR THE OFFER OF CATTOLICA'S ORDINARY SHARES AND SIGNING OF THE UNDERWRITING AGREEMENT**

### **IVASS' AUTHORISATION OF THE AMENDMENTS TO THE BYLAWS**

---

*Verona, 7 November 2014.* Consob has authorized today publication of the prospectus (the "Prospectus") for the offer and admission to listing on the MTA market, organised and managed by Borsa Italiana S.p.A. ("MTA"), of Cattolica Assicurazioni's (the "Company" and the "Issuer") ordinary shares to be issued in connection with the share capital increase resolved by the Board of Directors of 18 September 2014, in furtherance of the mandate granted by the General Meeting of 30 April 2011 and the final conditions of which have been resolved upon by the Board of Directors held on 6 November 2014 (the "Share Capital Increase").

Today the Issuer has also received IVASS' approval in relation to the amendments to the Bylaws connected to the above mentioned resolutions of the Board of Directors of 6 November 2014, which have been therefore registered at Chamber of Commerce of Verona.

The Share Capital Increase will take place through the issue of a maximum of nos. 117,500,880 new ordinary shares with a par value of € 3.00, regular entitlement and with the same characteristics of Cattolica's outstanding ordinary shares at the shares' issue date, to be offered to Cattolica's Shareholders with an option ratio of 21 new shares for any 10 ordinary shares held, at an issue price of € 4.25 per share (out of which € 1.25 as share premium), for a total consideration of € 499,378,740.00.

In accordance with the Prospectus, the rights shall be exercisable, under penalty of forfeiture, during the period comprised between 10 November 2014 (inclusive) and 27 November 2014 (inclusive) (the "Offer Period") and will be tradable on the MTA from 10 November 2014 (inclusive) to 21 November 2014 (inclusive).

Within the month subsequent to the end of the Offer Period, the Company shall offer in the Stock Exchange, for at least five trading days, unless they have already been sold, any option rights unexercised by 27 November 2014 pursuant to Article 2441, paragraph 3 of the Italian Civil Code, in compliance with the laws and regulations in force and in accordance with terms and conditions that will be communicated to the market at a later time through a specific notice ("Stock Exchange Offer").

The offer is made exclusively in Italy on the basis of the Prospectus and it is addressed indiscriminately and at equal conditions to all the holders of the Company's ordinary shares.

The underwriting agreement, pursuant to which the financial institutions participating in the guarantee syndicate have undertaken, at terms and conditions consistent for this type of transactions, to subscribe for newly issued shares in an amount corresponding to any Option Rights having not been exercised by the end of the Stock Option Offer, up to a maximum amount equal to the final counter value of the Share Capital Increase, has also been signed today.

In the context of the guarantee syndicate, Banca IMI S.p.A. will act as Global Coordinator and 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 AG, Milan Branch, Crédit Agricole Corporate and Investment Banking as Joint Bookrunners, and BANCA AKROS S.p.A. - Bipiemme Banca Popolare di Milano Group, UBI Banca - Unione delle Banche Italiane S.C.p.A. and INTERMONTE SIM S.p.A. as Co-Lead Managers.

The Prospectus will be available at the Issuer's registered office as well as on the Issuer's web site [www.cattolica.it](http://www.cattolica.it). The Company will give adequate notice of the publication of the prospectus and of its availability to the public, in compliance with and under the term of the existing laws and regulations and through the publication of a notice.

Il presente comunicato stampa non è un'offerta di vendita o un invito a sottoscrivere od acquistare strumenti finanziari. Gli strumenti finanziari cui si riferisce il presente comunicato stampa non sono registrati e non saranno registrati negli Stati Uniti ai sensi del U.S. Securities Act del 1933 (il "Securities Act"), in Australia, Canada o Giappone ovvero in qualsiasi altro paese in cui una tale offerta o sollecitazione sia soggetta all'approvazione delle autorità o locali o altrimenti vietata. Gli strumenti finanziari non possono essere offerti o venduti negli Stati Uniti ovvero ad una U.S. person salvo che siano registrati ai sensi del Securities Act, o in presenza di un'esenzione alla registrazione applicabile ai sensi del Securities Act. Copie del presente comunicato stampa non vengono né possono essere distribuite o inoltrate negli Stati Uniti, Canada, Australia o Giappone.

*This communication does not constitute an offer or an invitation to subscribe for or purchase any securities. The securities referred to herein have not been registered and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or in Australia, Canada or Japan or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful. The securities may not be offered or sold in the United States or to U.S. persons unless such securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available. Copies of this announcement are not being made and may not be distributed or sent into the United States, Canada, Australia or Japan.*

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

SOCIETÀ CATTOLICA DI ASSICURAZIONI

## **CONTACTS**

### **Investor Relations Officer**

Carlo Ferraresi

Tel. 045 8391202

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

### **Institutional Communication**

Aldo Canale

Tel. 045 8391613

[aldo.canale@cattolicaassicurazioni.it](mailto:aldo.canale@cattolicaassicurazioni.it)