

## PRESS RELEASE

### THE SHARE CAPITAL INCREASE HAS BEEN SUCESSFULLY COMPLETED AND FULLY SUBSCRIBED FOR A TOTAL AMOUNT OF € 499,378,740

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Verona, 4 December 2014. Following the press release of 1 December 2014, Cattolica Assicurazioni (“**Cattolica**” or the “**Company**”) announces that the offer under option to the Company’s shareholders (the “**Offer**”) of No. 117,500,880 newly issued Cattolica ordinary shares, resulting from the Share Capital Increase resolved by the Board of Directors of the Company on 18 September 2014 and on 6 November 2014, in exercise of the powers granted by the General Meeting on 30 April 2011, pursuant to Article 2443 of the Italian Civil Code (The “**New Shares**”), was successfully completed.

During the offer period, which started on 10 November 2014 and ended on 27 November 2014, both inclusive (the “**Offer Period**”), No. 55,684,220 rights were exercised for the subscription of No. 116,936,862 New Shares, corresponding to the 99.52% of all the New Shares offered, for an overall amount of € 496,981,663.50.

Pursuant to Article 2441, paragraph 3 of the Italian Civil Code, in the trading session of 1 December 2014, No. 268,580 option rights that were not exercised during the Offer Period (the “**Unexercised Rights**”) and which entitled to the subscription of No. 564,018 New shares, for an overall amount of € 2,397,076.50, were offered in the Stock Exchange by Cattolica (the “**Stock Exchange Offer**”).

The Unexercised rights were fully sold in the first trading session of the Stock Exchange Offer, held on 1 December 2014 and subsequently exercised not later than today.

The Offer was therefore completed with the full subscription of the No. 117,500,880 New Shares, for an overall amount of € 499,378,740, thus without the unnecessary intervention of the guarantee syndicate which comprises 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 relevant attestation pursuant to Article 2444 of the Italian Civil Code, will be registered with the Verona Company Register in accordance with the law.

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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