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Oggetto : Gruppo Unipol: notice of ordinary
Shareholders' Meeting

Testo del comunicato

It transmits the English translation of the notice published in Italian language in summary form today in the daily newspaper "Il Sole 24 Ore". It is also transmitted together with the full version of the notice.

Unipol Gruppo S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Share Capital € 3,365,292,408.03 fully paid-up

Tax Identification Number and Bologna Companies' Register Number 00284160371 - Parent Company of the Unipol Insurance Group entered on the Register of holding companies under number 046

EXTRACT OF NOTICE CALLING ORDINARY SHAREHOLDERS' MEETING
(pursuant to article 125-bis, paragraph 1, of Legislative Decree No. 58/1998)

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The ordinary session of the shareholders' meeting of Unipol Gruppo S.p.A. is hereby called for 28 April 2022, at 10.30 a.m., at the corporate headquarters at Porta Europa in Bologna, Via Stalingrado 37, to consider the following

AGENDA

- 1. 2021 financial statements.**
 - a) Approval of the financial statements as at 31 December 2021; Directors' report; Report by the board of statutory auditors and independent audit report. Consequent and related resolutions.
 - b) Allocation of the profits for the 2021 financial year and dividend distribution. Consequent and related resolutions.
- 2. Appointment of the board of directors for financial years 2022, 2023 and 2024; establishment of the remuneration due to the directors.**
 - a) Establishment of the number of members of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
 - b) Appointment of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
 - c) Establishment of the remuneration of members of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
 - d) Authorisations in accordance with article 2390 of the civil code. Consequent and related resolutions.
- 3. Appointment of the board of statutory auditors and its chairperson for financial years 2022, 2023 and 2024; establishment of the remuneration due to the statutory auditors.**
 - a) Appointment of the board of statutory auditors and its chairperson for financial years 2022, 2023 and 2024. Consequent and related resolutions.
 - b) Setting the remuneration of the board of statutory auditors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
- 4. Report on the policy on remuneration and the payments made. Consequent and related resolutions.**
 - a) Approval of the first section of the report on the policy on remuneration and the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree no. 58/1998 (Consolidated Law on Finance) and articles 41, 59 and 93 of Institute for the Supervision of Insurance "IVASS" Regulation 38/2018.
 - b) Resolution on the second section of the report on the policy on remuneration and the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree no. 58/1998 (Consolidated Law on Finance).
- 5. Compensation plan based on financial instruments pursuant to article 114-bis of the Legislative Decree no 58/1998 (Consolidated Law on Finance). Consequent and related resolutions.**
- 6. Acquisition and arrangements for treasury shares. Consequent and related resolutions.**
- 7. Update of the shareholders' meeting rules. Consequent and related resolutions.**

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Attendance and representation at shareholders' meetings

Anyone who holds voting rights at the close of business on 19 April 2022 (record date) and for whom the company has received the notification from the authorised intermediary shall be entitled to attend the shareholders' meeting and exercise their voting rights.

Anyone who only comes into ownership of the shares after 19 April 2022 shall not have the right to attend or vote at the shareholders' meeting.

Due to the emergency caused by the Covid-19 pandemic and in order to ensure maximum protection of the health of the shareholders, company representatives, employees and consultants of the company, as permitted under article 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently finally amended by Law Decree no. 228 of 30 December 2021, converted with amendments into Law 25 February 2022 no. 15, **eligible parties may only attend the shareholders' meeting, without entering the place where the meeting is held, by giving a proxy to the designated representative pursuant to article 135-undecies of the Legislative Decree no. 58/1998** (the "Designated Representative" and the "Consolidated Law on Finance") using the mechanisms described herein.

The company appointed Computershare S.p.A. with offices in Turin, Via Nizza 262/73, as the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance. The Designated Representative will be available for clarifications or information at +39 011 0923200 or at the email address sedeto@computershare.it.

Therefore, persons with voting rights who intend to take part in the shareholders' meeting must give the applicable proxy to the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance, with the voting instructions on the items on the agenda. The proxy must be given to the Designated Representative by the end of the 2nd trading day before the date of the shareholders' meeting, and therefore by **26 April 2022**, following the required procedures and using the specific form that will be available on the company website (www.unipol.it under the section *Governance/Shareholders' Meetings/2022/Ordinary Shareholders' Meeting of 28 April 2022*), which will also explain the mechanisms that can be used to give notice of the proxies electronically or to withdraw, within the above-mentioned deadline, any proxies or voting instructions previously given. The proxy given to the Designated Representative may be sent **by 12.00 p.m. on 27 April 2022** if the specific web application prepared and managed directly by Computershare S.p.A. is used and through which the proxy form and the voting instructions can be filled out following a guided procedure.

The proxy will only be valid if voting instructions are given.

Proxies and/or sub-proxies may also be given to said Designated Representative in accordance with article 135-novies of the Consolidated Law on Finance, as an exception to article 135-undecies, paragraph 4 of the Consolidated Law on Finance, using the form available on the company's website which must be submitted **by 12.00 p.m. on 27 April 2022** to Computershare S.p.A.

Holders of shares deposited with the company may attend the shareholders' meeting exclusively through the Designated Representative, subject to communication sent to the certified email address segreteria generale@pec.unipol.it or by fax to fax number +39 051 7096713, or by calling +39 055 5095308.

Shareholders are reminded that there will be no voting by correspondence or by electronic means for this shareholders' meeting.

Documentation and further information

The full notice calling the shareholders' meeting, available on the company website (www.unipol.it under the section *Governance/Shareholders' Meetings/2022/Ordinary shareholders' meeting of 28 April 2022*), contains all the information and detailed instructions on the rights that may be exercised by the shareholders, regarding the presentation of lists for the appointment of the board of directors and the board of statutory auditors, the right to submit questions and any additions to the agenda and the submission of motions on the items already on the agenda for the shareholders' meeting.

The reports and proposed resolutions on items on the agenda will be made available to the public at the registered office and published on the aforementioned company website, and on the website of the authorised storage mechanism *eMarket Storage* (www.emarketstorage.com) in accordance with the law; they will be sent to anyone who requests them.

The following will be available to the public:

- from today's date, the directors' reports regarding items 2 and 3 of the agenda;
- by 29 March 2022, the directors' reports and proposed resolutions regarding items 1, 5, 6 and 7 of the agenda, including, *inter alia*, with reference to item 5 of the agenda, the information report pursuant to article 114-bis of the Consolidated Law on Finance and article 84-bis of the Issuers' Regulation;
- by 6 April 2022, (i) the annual financial report and other documents pursuant to article 154-ter, paragraph 1 of the Consolidated Law on Finance, (ii) the annual report on corporate governance and ownership structure, and (iii) the directors' report with the proposed resolutions regarding item 4 on the agenda;
- by 7 April 2022, the lists of candidates for the appointment of the board of directors and the board of statutory auditors.

By 13 April 2022, the financial statements of the subsidiaries and associated companies shall also be made available at the registered office.

The shareholders may obtain copies of said documentation.

Bologna, 17 March 2022

The Chairperson of the Board of Directors
Pierluigi Stefanini

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The ordinary session of the shareholders' meeting of Unipol Gruppo S.p.A. is hereby called for 28 April 2022, at 10.30 a.m., at the corporate headquarters at Porta Europa in Bologna, Via Stalingrado 37, to consider the following

AGENDA

1. 2021 financial statements.

- a) Approval of the financial statements as at 31 December 2021; Directors' Report; Report by the Board of Statutory Auditors and Independent Audit Report. Consequent and related resolutions.
- b) Allocation of the profits for the 2021 financial year and dividend distribution. Consequent and related resolutions.

2. Appointment of the board of directors for financial years 2022, 2023 and 2024; establishment of the remuneration due to the directors.

- a) Establishment of the number of members of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
- b) Appointment of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
- c) Establishment of the remuneration of members of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
- d) Authorisations in accordance with article 2390 of the civil code. Consequent and related resolutions.

3. Appointment of the board of statutory auditors and its chairperson for financial years 2022, 2023 and 2024; establishment of the remuneration due to the statutory auditors.

- a) Appointment of the board of statutory auditors and its chairperson for financial years 2022, 2023 and 2024. Consequent and related resolutions.
- b) Setting the remuneration of the board of statutory auditors for financial years 2022, 2023 and 2024. Consequent and related resolutions.

4. Report on the policy on remuneration and the payments made. Consequent and related resolutions.

- a) Approval of the first section of the report on the policy on remuneration and the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree no. 58/1998 (Consolidated Law on Finance) and articles 41, 59 and 93 of Institute for the Supervision of Insurance "IVASS" Regulation 38/2018.
- b) Resolution on the second section of the report on the policy on remuneration and the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree no. 58/1998 (Consolidated Law on Finance).

5. Compensation plan based on financial instruments pursuant to article 114-bis of the Legislative Decree no 58/1998 (Consolidated Law on Finance). Consequent and related resolutions.

6. Acquisition and arrangements for treasury shares. Consequent and related resolutions.

7. Update of the shareholders' meeting rules. Consequent and related resolutions.

Attendance and representation at shareholders' meetings

Anyone who holds voting rights at the close of business on 19 April 2022 (record date) and for whom the company has received the notification from the authorised intermediary shall be entitled to attend the shareholders' meeting and exercise their voting rights.

Anyone who only comes into ownership of the shares after 19 April 2022 shall not have the right to attend or vote at the shareholders' meeting.

Due to the emergency caused by the Covid-19 pandemic and in order to ensure maximum protection of the health of the shareholders, company representatives, employees and consultants of the company, as permitted under article 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently finally amended by Law Decree no. 228 of 30 December 2021, converted with amendments into

Law 25 February 2022 no. 15, **eligible parties may only attend the shareholders' meeting, without entering the place where the meeting is held, by giving a proxy to the designated representative pursuant to article 135-undecies of the Legislative Decree no. 58/1998** (the "Designated Representative" and the "Consolidated Law on Finance") using the mechanisms described herein.

The company appointed Computershare S.p.A. with offices in Turin, Via Nizza 262/73, as the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance. The Designated Representative will be available for clarifications or information at +39 011 0923200 or at the email address sedeto@computershare.it.

Attendance at the shareholders' meeting by members of the corporate bodies, the secretary and the Designated Representative, and any other parties authorised for this by the chairperson of the board of directors, in accordance with the measures to contain the Covid-19 pandemic as provided by the applicable provisions of the law, may also, or exclusively, be through means of video/telecommunication, with mechanisms that the chairperson will define and communicate to each of the above-mentioned parties in accordance with applicable laws in that case.

With regard to the above, persons with voting rights who intend to take part in the shareholders' meeting must give the applicable proxy to the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance, with the voting instructions on the items on the agenda. The proxy must be given to the Designated Representative by the end of the 2nd trading day before the date of the shareholders' meeting, and therefore by **26 April 2022**, following the required procedures and using the specific form that will be available on the company website www.unipol.it under the section *Governance/Shareholders' Meetings/2022/Ordinary Shareholders' Meeting of 28 April 2022*, which will also explain the mechanisms that can be used to give notice of the proxies electronically or to withdraw, within the above-mentioned deadline, any proxies or voting instructions previously given. The proxy given to the Designated Representative may be sent by **12.00 p.m. on 27 April 2022** if the specific web application prepared and managed directly by Computershare S.p.A. is used and through which the proxy form and the voting instructions can be filled out following a guided procedure.

The proxy will only be valid if voting instructions are given.

Proxies and/or sub-proxies may also be given to said Designated Representative in accordance with article 135-novies of the Consolidated Law on Finance, as an exception to article 135-undecies, paragraph 4 of the Consolidated Law on Finance, using the form available on the company's website which must be submitted by **12.00 p.m. on 27 April 2022** to Computershare S.p.A.

Holders of shares deposited with the company may attend the shareholders' meeting exclusively through the Designated Representative, subject to communication sent to the certified email address segreteria generale@pec.unipol.it or by fax to +39 051 7096713, or by calling +39 055 5095308.

Shareholders are reminded that there will be no voting by correspondence or by electronic means for this shareholders' meeting.

Questions on the items on the agenda

Pursuant to article 127-ter of the Consolidated Law on Finance, anyone with voting rights may submit questions on the items on the agenda even prior to the shareholders' meeting, by sending a registered letter to Unipol Gruppo S.p.A. – Segreteria Generale – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by fax to +39 051 7096713, or an email to the certified email address: segreteria generale@pec.unipol.it or by filling out the specific form available on the website www.unipol.it under the section *Governance/Shareholders' Meetings/2022/Ordinary Shareholders' Meeting of 28 April 2022*. The questions must be received by the record date, i.e., by **19 April 2022**.

Consideration will only be given to questions that are strictly pertinent to the items on the agenda. Submitters must provide their personal details (surname and name or business name in the case of a company, place and date of birth and tax identification number) and documentation proving the right to vote issued by the depository intermediary, to the address segreteria generale@pec.unipol.it.

If a shareholder has requested notification of its right to attend the shareholders' meeting from its depository intermediary, it will be sufficient to include reference to said notice issued by the intermediary in the request or, at least, the name of the intermediary.

Questions received before the shareholders' meeting will be answered at the latest by 26 April by publication on the company's website, with the option for the company to provide a single answer to questions with similar content.

Additions to the agenda and submission of proposals on the items already on the agenda pursuant to article 126-bis of the Consolidated Law on Finance

Pursuant to article 126-bis of the Consolidated Law on Finance, shareholders who, including jointly, represent one fortieth of the share capital, may, within ten days from publication of this notice (and therefore by **27 March 2022**), request other items to be added to the agenda, specifying the additional items proposed in the request, or submit resolution proposals on items already on the agenda. No additions shall be permitted for topics on which the shareholders' meeting will decide, in accordance with the law, upon proposal by the directors or on the basis of a project or report it has prepared, besides those described under article 125-ter, paragraph 1, of the Consolidated Law on Finance.

Requests must be made in writing with a registered letter with notice of receipt sent to Unipol Gruppo S.p.A. – Segreteria Generale – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or to the certified email address: segreteria generale@pec.unipol.it.

Certification of ownership of the shares held by the shareholders making the request, and the shareholding quota required to request additions to the agenda must be provided in a specific notice issued by the depository intermediary, valid as of the date of the request, addressed to segreteria generale@pec.unipol.it.

Any additions to the agenda shall be notified in the same manner provided under the law for notices calling the shareholders' meeting, in accordance with the terms required by prevailing law.

Shareholders requesting additions to the agenda of the shareholders' meeting must prepare a report stating the reasons for the proposed resolutions on new items submitted for discussion or the reasons for additional proposed resolutions on the items already on the agenda; said report must be sent to the board of directors within the deadline for submitting the request to add items to the agenda.

Right to submit proposed resolutions individually prior to the shareholders' meeting

In addition to the above, since the shareholders' meeting can only be attended by the Designated Representative, parties entitled to attend the shareholders' meeting who wish to make proposed resolutions on the items on the agenda are asked to make them beforehand, by **12 April 2022**. These proposals where pertinent, will be published on the company's website by the following 13 April so that the parties entitled to vote can express themselves, on an informed basis, also taking account of the new proposals, and allow the Designated Representative to gather any voting instructions relating to them. The requesting party will have to provide documentation proving its right to attend the shareholders' meeting and issue a proxy to the Designated Representative to attend the shareholders' meeting.

Appointment of the Board of Directors

With respect to the appointment of the board of directors, article 10 of the articles of association provides for a list voting mechanism, which allows, as provided by law, at least one director to be elected from the minority list.

Reference should be made to the articles of association and the directors' report for the shareholders' meeting for all matters not specified herein. Eligible parties must submit lists within the deadline and in accordance with the procedures and the limits set out in the aforementioned article 10 of the articles of association and CONSOB departmental decision no. 60 of 28 January 2022, which established the minimum shareholding percentage required to submit the lists. The lists containing the names of the candidates must be filed at the registered office of the company in Bologna, Via Stalingrado 45 or sent to the certified email address segreteria generale@pec.unipol.it, at least twenty-five days before the date scheduled for the shareholders' meeting (and, therefore, by **3 April 2022**), by shareholders who, individually or jointly with other shareholders contributing to the submission of the same list, prove that they own a total of at least 1% of the share capital with voting rights at the ordinary session of the shareholders' meeting. Certification of this shareholding must be proven by specific communications provided by the depository intermediaries of the shares, valid up to 3 April 2022, and sent to the certified email address segreteria generale@pec.unipol.it even after the lists have been filed, and in any case by 7 April 2022.

Shareholders who submit a “minority list” must also follow the guidelines issued by CONSOB in communication DEM/9017893 of 26 February 2009. Shareholders who wish to submit a “minority list” must file, together with the list, a declaration certifying the absence of connections, including indirect, pursuant to article 147-ter, paragraph 3 of the Consolidated Law on Finance and article 144-quinquies of the Issuers’ Regulation, with shareholders who are members of the shareholder agreement, which is relevant in accordance with article 122 of the Consolidated Law on Finance, which links certain Unipol shareholders.

The new board of directors must be appointed in accordance with the laws on gender equality pursuant to article 147-ter, paragraph 1-ter, of the Consolidated Law on Finance, pursuant to the mechanisms set out under article 10 of the articles of association and in accordance with the directors’ report for the shareholders’ meeting.

Appointment of the Board of Statutory Auditors

With respect to the appointment of the board of statutory auditors, article 17 of the articles of association provides for a list voting mechanism, which allows, as required by current legislation, a statutory member and an alternate member of the board of statutory auditors to be elected by the minority list, and that the chairperson of the board is a statutory member elected by the minority.

Reference should be made to the articles of association and the directors’ report for the shareholders’ meeting for all matters not specified herein. Eligible parties must submit lists within the deadline and in accordance with the procedures and the limits set out in the aforementioned article 17 of the articles of association and CONSOB departmental decision no. 60 of 28 January 2022, which established the minimum shareholding percentage required to submit the lists. The lists containing the names of the candidates must be filed at the registered office of the company in Bologna, Via Stalingrado 45 or sent to the certified email address segreteria generale@pec.unipol.it, at least twenty-five days before the date scheduled for the shareholders’ meeting (and, therefore, **by 3 April 2022**), by shareholders who, individually or jointly with other shareholders contributing to the submission of the same list, prove that they own a total of at least 1% of the share capital with voting rights at the ordinary session of the shareholders’ meeting. Certification of this shareholding quota must be shown by specific notifications provided by the depository intermediaries of the shares, valid up to 3 April 2022, and sent to the certified email address segreteria generale@pec.unipol.it even after the lists have been filed and, in any case, by 7 April 2022. If only one list has been submitted, or only lists submitted by interconnected shareholders pursuant to article 144-quinquies of CONSOB issuers’ regulation by the deadline for filing the lists, additional lists may be submitted up to the third day following that deadline (and, therefore, by 6 April 2022); in this case, the threshold for submitting the list shall be reduced to 0.50% of the share capital with voting rights.

Shareholders who submit a “minority list” must also follow the guidelines issued by CONSOB in communication DEM/9017893 of 26 February 2009. Shareholders who wish to submit a “minority list” must file, together with the list, a declaration certifying the absence of connections, including indirect, pursuant to article 144-quinquies of the Issuers’ Regulation, with shareholders who are members of the shareholder agreement, which is relevant in accordance with article 122 of the Consolidated Law on Finance, which links certain Unipol shareholders.

The new board of statutory auditors must be appointed in accordance with the laws on gender equality pursuant to article 148, paragraph 1-bis of the Consolidated Law on Finance, pursuant to the mechanisms set out under article 17 of the articles of association and in accordance with the directors’ report for the shareholders’ meeting.

Information on the share capital

As of today’s date, the share capital of Unipol Gruppo is €3,365,292,408.03, divided into 717,473,508 ordinary shares with no nominal value. As at the same date, 715,494,210 shares have voting rights, excluding treasury shares and those held by subsidiaries.

Documentation and further information

Further information and detailed instructions on the rights that may be exercised by shareholders and on how to give proxies/sub-proxies and instructions to the Designated Representative can be found on the company website www.unipol.it under the section *Governance/Shareholders’ Meetings/2022/Ordinary Shareholders’ Meeting of 28 April 2022*.

The reports and proposed resolutions on the items on the agenda will be made available to the public at the registered office and published on the aforementioned company website, and on the website of the authorised storage mechanism *eMarket Storage* (www.emarketstorage.com) in accordance with the law; they will be sent to anyone who requests them.

The following will be available to the public:

- from today's date, the directors' reports regarding items 2 and 3 of the agenda;
- by 29 March 2022, the directors' reports and proposed resolutions regarding items 1, 5, 6 and 7 of the agenda, including, *inter alia*, with reference to item 5 of the agenda, the information report pursuant to article 114-*bis* of the Consolidated Law on Finance and article 84-*bis* of the Issuers' Regulation;
- by 6 April 2022, (i) the annual financial report and other documents pursuant to article 154-*ter*, paragraph 1 of the Consolidated Law on Finance, (ii) the annual report on corporate governance and ownership structure, and (iii) the directors' report with the proposed resolutions regarding item 4 on the agenda;
- by 7 April 2022, the lists of candidates for the appointment of the board of directors and the board of statutory auditors.

By 13 April 2022, the financial statements of the subsidiaries and associated companies shall also be made available at the registered office.

The shareholders may obtain copies of said documentation.

Bologna, 17 March 2022

The Chairperson of the Board of Directors
Pierluigi Stefanini

Fine Comunicato n.0265-18

Numero di Pagine: 8