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Extraordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Bologna, 27 April 2022

The ordinary session of the shareholders' meeting of UnipolSai S.p.A. (also the "Company") held today approved the financial statements of the Company for the year ended on 31 December 2021, the contents of which had already been reported to the market.

The shareholders' meeting also approved the other motions put forward by the board of directors, more specifically the distribution of dividends for a total of approximately €537m, corresponding to €0.19 for each eligible ordinary share.

The dividend will be payable from 25 May 2022, with the ex-dividend date starting from 23 May 2022 and the record date of 24 May 2022.

In the ordinary session, the shareholders' meeting also appointed the members of the board of directors for the three years 2022, 2023 and 2024 and therefore up to the shareholders' meeting that will be called to approve the financial statements for the year ending on 31 December 2024.

On the basis of the sole list submitted by the majority shareholder Unipol Gruppo S.p.A. ("Unipol"), the shareholders' meeting established the number of members of the board of directors as 15, represented by the following:

- Bernabò Bocca;
- Stefano Caselli;
- Mara Anna Rita Caverni;
- Fabio Cerchiai;
- Carlo Cimbri;
- Giusella Dolores Finocchiaro;
- Matteo Laterza;
- Rossella Locatelli;
- Jean Francois Mossino;
- Maria Paola Merloni;
- Milo Pacchioni;
- Paolo Peveraro;
- Daniela Preite;
- Elisabetta Righini;
- Antonio Rizzi.

The shareholders' meeting also appointed Mr Carlo Cimbri as chairperson of the board of directors for the three-year period.

The *curricula vitae* of the above-mentioned directors can be found on the Company website www.unipolsai.com Section Governance/Shareholders' Meetings/2022/Ordinary and Extraordinary

Shareholders' Meeting of 27 April 2022 - Documents.

The ordinary session of the shareholders' meeting also:

- approved both the first and second sections of the report on remuneration policy and compensation paid, prepared in accordance with article 123-ter of the Consolidated Law on Finance, which includes the remuneration policies pursuant to IVASS Regulation no. 38 of 3 July 2018;
- approved the compensation plan based on financial instruments pursuant to article 114-bis of the Consolidated Law on Finance;
- authorised, for 18 months, after cancellation of the previous authorisation, the purchase and sale of treasury shares in accordance with articles 2357 and 2357-ter of the Civil Code, in compliance with the maximum spending limit of €100m, and the purchase and sale of shares of the parent company, Unipol, in accordance with article 2359-bis of the Civil Code and in compliance with said maximum spending limit of €100m;
- decided to amend the shareholders' meeting rules,

all in accordance with the respective motions made by the governing body.

The extraordinary session of the shareholders' meeting approved the following in the text illustrated in the director's report for the shareholders' meeting:

- the extension of the company duration and consequent amendment of article 4;
- the update of article 6 ("Capital Measurement") of the articles of association, with reference to the equity elements of the non-life and life operations in accordance with article 5 of ISVAP (Supervisory Body for Private Insurance) Regulation no. 17/2008.

The new board of directors of UnipolSai then decided on the directors and officers, appointing the following for the entire duration of the term of office, and therefore, up to the shareholders' meeting that will be called to approve the financial statements for the year ending on 31 December 2024:

- Fabio Cerchiai as deputy chairperson;
- Matteo Laterza as chief executive officer. The board of directors appointed Luca Zaccherini as the manager in charge of preparing corporate accounting documents pursuant article 154-bis of the Consolidated Law on Finance.

UnipolSai Assicurazioni

UnipolSai Assicurazioni S.p.A. is the insurance company of the Unipol Group, Italian leader in the Non-Life Business, in particular in the MV and Health businesses. Also active in Life Business, UnipolSai has a portfolio of over 10 million customers and holds a leading position in the national ranking of insurance groups with direct income amounting to €13.3bn, of which €7.9bn in Non-Life Business and €5.4bn in Life Business (2021 figures). The company has the largest agency network in Italy, with about 2,100 insurance agencies spread across the country. UnipolSai is also active in direct MV insurance (Linear Assicurazioni), transport and aviation insurance (Siat), health insurance (UniSalute), supplementary pensions and also covers the bancassurance channel (Arca Vita, Arca Assicurazioni and Incontra). It also manages significant diversified assets in the real estate, hotel (Gruppo UNA), medical-healthcare and agricultural (Tenute del Cerro) sectors. UnipolSai Assicurazioni is a subsidiary of Unipol Gruppo S.p.A. and is also listed on the Italian Stock Exchange.

Unipol Gruppo

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