



SPAFID CONNECT

Informazione Regolamentata n. 0230-29-2019	Data/Ora Ricezione 17 Aprile 2019 18:37:19	MTA
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Societa' : UNIPOLSAI

Identificativo : 117142

Informazione
Regolamentata

Nome utilizzatore : UNIPOLSAIN08 - Giay

Tipologia : 1.1

Data/Ora Ricezione : 17 Aprile 2019 18:37:19

Data/Ora Inizio : 17 Aprile 2019 18:37:20

Diffusione presunta

Oggetto : Press release UnipolSai: ordinary and
extraordinary shareholders' meeting

Testo del comunicato

Vedi allegato.



ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Bologna, 17 April 2019

The ordinary session of the Shareholders' Meeting of UnipolSai S.p.A. held today approved the financial statements of the Company for the year ended on 31 December 2018, the content of which has already been reported to the market.

The Shareholders' Meeting also decided to distribute a total of about €410m in dividends, corresponding to €0.145 for each eligible ordinary share.

The dividend will be payable from 22 May 2019, with the ex-dividend date starting from 20 May 2019 and the record date as 21 May 2019.

In the ordinary session, the Shareholders' Meeting also appointed the members of the Board of Directors for the three years 2019, 2020 and 2021, and therefore, up to the Shareholders' Meeting that will be called to approve the financial statements for the year ending on 31 December 2021.

On the basis of the sole list submitted by the majority shareholder, Unipol Gruppo S.p.A., the Shareholders' Meeting established that there should be 18 members of the Board of Directors as follows:

- Carlo Cimbri
- Fabio Cerchiali
- Pierluigi Stefanini
- Francesco Berardini
- Adriano Turrini
- Lorenzo Cottignoli
- Ernesto Dalle Rive
- Cristina De Benetti
- Fabrizio Chiodini
- Massimo Masotti
- Maria Rosaria Maugeri
- Maria Lillà Montagnani

- Nicla Picchi
- Giuseppe Recchi
- Elisabetta Righini
- Barbara Tadolini
- Francesco Vella
- Antonio Rizzi

The *curricula vitae* of the Directors can be read on the Company website www.unipolsai.com Section Governance/Shareholders' Meetings/2019/Ordinary and extraordinary shareholders' meeting of 17 April 2019 - Documents.

The ordinary Shareholders' Meeting also:

- engaged EY S.p.A. to carry out the statutory audit of UnipolSai for the years 2021 to 2029;
- approved the remuneration report prepared in accordance with article 123-ter of the Consolidated Law on Finance and Institute for the Supervision of Insurance "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, subject to revoking 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 acquisition and sale of shares of the parent company, Unipol Gruppo, in accordance with article 2359-bis of the Civil Code and in compliance with the maximum spending limit of €50m, as illustrated in the Directors' Report drawn up for today's Shareholders' Meeting.

The extraordinary session of the Shareholders' Meeting approved the amendments to certain articles in the articles of association aimed, as a priority, at implementing the provisions of IVASS Regulation no. 38/2018 of 3 July 2018, containing provisions on corporate governance, and also aligning the articles of association with national and international best practices, as analysed in the Directors' report drawn up for today's Shareholders' Meeting.

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 2021:

- Carlo Cimbri, as Chairperson;
- Fabio Cerchiai and Pierluigi Stefanini as Deputy Chairpersons.

Mr Carlo Cimbri was also appointed as Director in charge of the internal control and risk management system in accordance with the Code of Corporate Governance of listed companies.

Mr Matteo Laterza will remain in the position of General Manager.

At today's meeting, the Board of Directors also appointed the members of the Board Committees, including:

- The following people for the Appointments and Corporate Governance Committee: Francesco Vella (as Chairperson), Elisabetta Righini and Nicla Picchi;
- The following people for the Remuneration Committee: Francesco Vella (as Chairperson), Cristina De Benetti and Nicla Picchi;
- The following people for the Control and Risks Committee: Massimo Masotti (as Chairperson), Antonio Rizzi and Barbara Tadolini;
- The following people for the Committee for Related Party Transactions: Massimo Masotti (as Chairperson), Antonio Rizzi, Elisabetta Righini and Cristina De Benetti.

The governing body ensured that the members of the above-mentioned board committees met the independence requirements on the basis of the declarations made by the Directors involved and the information available.

Finally, the Board of Directors appointed Maurizio Castellina as the Financial Reporting Manager.

UnipolSai Assicurazioni S.p.A.

UnipolSai Assicurazioni S.p.A. is the insurance company of the Unipol Group, Italian leader in Non-Life Business, in particular in vehicle liability insurance. 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 a direct income amounting to approximately €12.2bn, of which €7.9bn in Non-Life Business and €4.3bn in Life Business (2018 figures). The company has the largest agency network in Italy, with more than 2,800 insurance agencies and about 6,000 sub-agencies spread across the country. UnipolSai Assicurazioni is a subsidiary of Unipol Gruppo S.p.A. and, like the latter, is listed on the Italian Stock Exchange, being one of the most highly capitalized securities.

Unipol Gruppo

Media Relations
Fernando Vacarini
T. +39 051 5077705
pressoffice@unipol.it

Investor Relations
Adriano Donati
T. +39 051 5077933
investor.relations@unipol.it

Barabino & Partners

Massimiliano Parboni	Giovanni Vantaggi
T. +39 335 8304078	T. +39 328 8317379
m.parboni@barabino.it	g.vantaggi@barabino.it

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Numero di Pagine: 5