



SPAFID CONNECT

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Diffusione presunta

Oggetto : Press release UnipolSai - Proposed merger
of Pronto Assistance S.p.A. into UnipolSai

Testo del comunicato

Vedi allegato.



PROPOSED MERGER OF PRONTO ASSISTANCE S.P.A. INTO UNIPOLSAI

Bologna, 17 October 2019

UnipolSai Assicurazioni S.p.A. (“UnipolSai”, the “Acquiring Company” or the “Company”) hereby announces that, following the issue of authorisation by IVASS (Italian Insurance Supervisory Authority) and pursuant to Article 201 of Legislative Decree no. 209 of 7 September 2005, on today’s date the proposed merger (the “Merger”) of Pronto Assistance S.p.A. into UnipolSai, approved by the Board of Directors of the Company on 21 June 2019, was filed for registration at the relevant Companies’ Register.

This proposed Merger had already been filed at the respective registered offices of said companies on 26 June 2019 in accordance with a press release issued by UnipolSai on said date. It can also be found on the Company’s website (www.unipolsai.com) under the section *Governance/Mergers with subsidiaries*, along with the other documentation required under current law.

Since the Acquiring Company directly holds, as of today’s date, and shall hold on the date of the Merger, 100% of the share capital of Pronto Assistance, the Merger shall be made in simplified form pursuant to the law and the Articles of Association, and shall therefore be approved by the Board of Directors of the Acquiring Company with decision recorded by public instrument, in accordance with the provisions of Article 2365, Paragraph 2 of the Italian Civil Code and Article 17 of the Articles of Association of UnipolSai.

In view of the above, UnipolSai shareholders representing at least five per cent of the share capital may request - with an application that must be submitted to the Company within eight days from filing the proposed Merger at the Companies’ Register, pursuant to the provisions of Articles 2505, Paragraph 3 and 2505-*bis*, Paragraph 3 of the Italian Civil Code – the decision to approve the Merger to be adopted by an Extraordinary Shareholders’ Meeting pursuant to Article 2502, Paragraph 1 of the Italian Civil Code.

Any shareholders wishing to exercise that right must therefore submit, within eight days from today’s date (and therefore by 25 October 2019), a specific application via registered letter with return receipt, addressed to “UnipolSai Assicurazioni S.p.A., Segreteria Generale - Via Stalingrado 37, 40128 Bologna”, together with certification proving ownership of the shares pursuant to Article 25

of the joint Bank of Italy/Consob Regulation adopted by measure dated 22 February 2008 as amended, first forwarding the documentation to the email address: "azionistiunipolsai@pec.unipol.it".

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 15.4 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

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Fine Comunicato n.0230-90

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