

**Directors' Reports and proposals on the items of the agenda  
of the Shareholders' Meeting  
2019**



**ORDINARY AND EXTRAORDINARY SHAREHOLDERS MEETING**

**29 APRIL 2020 ON A SINGLE CALL**

**REPORTS OF THE BOARD OF DIRECTORS**

**(prepared pursuant to Art. 125-ter of Italian Legislative Decree no. 58 of  
24 February 1998 and**

**Arts. 72 and 73 of CONSOB Issuers' Regulation)**

## **AGENDA**

### **ORDINARY SHAREHOLDERS' MEETING**

- 1. Financial Statements as at 31 December 2019; Directors' Report; Board of Statutory Auditors' and Independent Auditors' Report. Related and consequent resolutions.**
- 2. Composition of the Board of Directors. Related and consequent resolutions.**
- 3. Remuneration report pursuant to Art. 123-ter of the Consolidated Law on Finance, which includes the Group Remuneration Policies in the insurance sector pursuant to IVASS Regulation No. 38/2018. Related and consequent resolutions.**
- 4. Purchase and disposal of treasury shares and shares of the parent company. Related and consequent resolutions.**

### **EXTRAORDINARY SHAREHOLDERS' MEETING**

- 1. Adjustments of Arts. 5 ("Business of the Company"), 6 ("Share Capital"), 7 ("Shares"), 10 ("Participation and representation in the Shareholders' Meeting") and 15 ("Meetings of the Board of Directors") of the By-Laws. Related and consequent resolutions.**

**REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS' MEETING ON AGENDA ITEM NO. 1 OF THE ORDINARY MEETING**

**Financial Statements as at 31 December 2019; Directors' Report; Board of Statutory Auditors' and Independent Auditors' Report. Related and consequent resolutions.**

Dear Shareholders,

concerning the description of the first item of the agenda for the Ordinary Shareholders' Meeting, please refer to the information published as required by law within the annual Financial Report and, in particular, to the issues included in the Management Report prepared by the Board of Directors of UnipolSai Assicurazioni S.p.A (the "Company") – together with the Report on corporate governance and ownership structures – as well as the reports by the Board of Statutory Auditors and by the Independent Auditors, PricewaterhouseCoopers S.p.A.; this documentation will be made publicly available in its entirety as prescribed by law at the Company's registered office and on its website ([www.unipolsai.com](http://www.unipolsai.com)) under *Governance/Shareholders' Meetings/2020/Ordinary and Extraordinary Shareholders' Meeting of 29 April 2020* section.

The Consolidated Financial Statements and the other documents pursuant to Art. 154-ter, Paragraph 1 of Italian Legislative Decree No. 58/1998 (Consolidated Law on Finance), shall also be made available as described above.

The Board of Directors therefore hereby submits the following resolution proposal to the Shareholders' Meeting.

**Proposal**

*"The Ordinary Shareholders' Meeting of UnipolSai Assicurazioni S.p.A. ("UnipolSai" or the "Company"),*

- having acknowledged that in relation to the merger by absorption (the "Merger") of Pronto Assistance S.p.A. into UnipolSai, the legal effect started on 1 February 2020 and the accounting and tax effects started on 1 January 2020 and, consequently, it is necessary to prepare and approve separate financial statements of the companies participating in the Merger;*
- having examined the draft financial statements of the Company as at 31 December 2019, accompanied by the annexes and documentation required by Italian Legislative Decree No. 209 of 7 September 2005, as well as the annexes and additional documents drawn up pursuant to ISVAP Regulation No. 22 of 4 April 2008, as subsequently amended, having read the Management Report and having accepted the report drafted by the Board of Statutory Auditors' of UnipolSai and the report prepared by the company PricewaterhouseCoopers S.p.A. appointed to serve as the independent auditor;*

- *having examined the results of said draft financial statements of UnipolSai, which recorded profit for the year totalling Euro 701,237,389.92, of which Euro 458,486,484.96 relating to the Non-Life business and Euro 242,750,904.96 relating to the Life business;*
- *having acknowledged that the legal reserve existing in the financial statements as at 31 December 2019 and unchanged at the current date, has already reached the limit of 20% of the share capital;*
- *having also acknowledged that at today's date, the Company owns 2,804,643 treasury shares,*
- *having examined the draft financial statements of Pronto Assistance as at 31 December 2019, accompanied by the annexes and documentation required by Italian Legislative Decree No. 209 of 7 September 2005, as well as the annexes and additional documents drawn up pursuant to ISVAP Regulation No. 22 of 4 April 2008, as subsequently amended, having read the Management Report and having accepted the report drafted by the Board of Statutory Auditors' of UnipolSai and the report prepared by the company Ernst & Young S.p.A. appointed to serve as the independent auditor of Pronto Assistance;*
- *having examined the results of said draft financial statements of Pronto Assistance, which close with profit for the year totalling Euro 1,523,792.31;*

*hereby resolves*

- *to approve the financial statements of UnipolSai as at 31 December 2019, accompanied by the Directors' Report, recording profit for the year of Euro 701,237,389.92 (the "Profit for the Year"), of which Euro 458,486,484.96 relating to the Non-Life business and Euro 242,750,904.96 relating to the Life business;*
- *to approve the proposed allocation of the Profit for the year, in compliance with Art. 27 of the By-Laws of UnipolSai, as follows:*
  - *distribution to all of the Shareholders of UnipolSai of a total of Euro 452,306,036.64, of which Euro 340,213,685.12 relating to the Non-Life business and Euro 112,092,351.52 relating to the Life business, and thus the distribution of a unit dividend, also in consideration of the redistribution pertaining to treasury shares, equal to Euro 0.160 for each entitled ordinary share, also with warning that the possible change in the number of treasury shares in the portfolio of the Company at the time of the distribution will have no incidence on the amount of the unit dividend as established above, but will increase or decrease the amount allocated to the Extraordinary reserve;*
  - *allocation of the residual Profit for the year – totalling Euro 248,931,353.28, of which Euro 118,272,799.84 attributed to the Non-Life business and Euro 130,658,553.44 attributed to the Life business, to the Extraordinary reserve posted in the item Other provisions of*

*shareholders' equity;*

- *to approve the financial statements of Pronto Assistance as at 31 December 2019, accompanied by the Directors' Report;*
- *to set the dividend payment date as 20 May 2020 (ex-dividend date of 18 May 2020 and record date of 19 May 2020)."*

Bologna, 19 March 2020

The Board of Directors

**REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS' MEETING ON AGENDA ITEM NO. 2 OF THE ORDINARY MEETING**

**Composition of the Board of Directors. Related and consequent resolutions.**

Dear Shareholders,

following the untimely death of the Company Director Mr. Francesco Berardini on 1 February, this Shareholders' Meeting is called to take the appropriate resolutions regarding the composition of the Board of Directors.

Mr. Berardini had been appointed by the ordinary Shareholders' Meeting convened on 17 April 2019 as part of a single list submitted by Unipol Gruppo S.p.A.

The Board of Directors resolved to refer to the present Shareholders' Meeting any decision regarding the composition of the Board itself.

In this regard, we point out that:

- for the case in point, Art. 13 of the By-Laws requires the Shareholders' Meeting to pass resolutions with the statutory majorities, since the list voting rules provided for therein do not apply;
- Mr. Berardini was a non-executive and non-independent Director.

In this regard, as Mr. Berardini qualified as non-independent, it should be noted that, in order to ensure that the composition of the Board of Directors complies with currently applicable laws and the By-Laws, the candidate to replace the outgoing Director may not meet the independence requirements set forth in Italian Legislative Decree No. 58/1998 (Consolidated Law on Finance) and the Code of Conduct for listed companies, as well as the Company's Policy on eligibility for office in this area.

We therefore invite you to formulate a proposal for the appointment of a Company Director, please noting that the candidate:

- must meet the requirements set forth by the regulations applicable at the time and, in particular, by Italian Ministerial Decree No. 220/2011;
- must not be in situations of incompatibility pursuant to Italian Law no. 214/2011 on interlocking directorates;
- must comply with the provisions of the Regulation regarding "Limits on the plurality of offices held by the directors of UnipolSai Assicurazioni S.p.A." adopted by the Board of Directors and available on the website of the Company at [www.unipolsai.com](http://www.unipolsai.com), under *Corporate Governance* section.

Bologna, 19 March 2020

The Board of Directors

**REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS' MEETING ON AGENDA ITEM NO. 4 OF THE ORDINARY MEETING**



**Purchase and disposal of treasury shares and shares of the parent company.  
Related and consequent resolutions.**

Dear Shareholders,

it should preliminarily be recalled that the ordinary Shareholders' Meeting of UnipolSai Assicurazioni S.p.A. ("UnipolSai" or the "Company"), convened on 17 April 2019, authorised the Board of Directors to purchase and dispose of treasury shares within the meaning of Arts. 2357 and 2357-ter of the Italian Civil Code, and of shares of the holding company Unipol Gruppo S.p.A. ("Unipol"), pursuant to Art. 2359-bis of the Italian Civil Code, for a period of 18 months and for a maximum amount, respectively, of Euro 100 million and Euro 50 million.

Based on these authorisations, the Company purchased:

- during 2019, 1,200,000 treasury shares in the context of the compensation plan based on financial instruments of the performance share type for Managers of the Unipol Group companies for the three-year period 2016-2018, approved by the Shareholders' Meeting of the Company on 27 April 2016 (the "2016-2018 Plan"), in compliance with Art. 114-bis of Italian Legislative Decree No. 58/1998 (Consolidated Law on Finance, the "TUF");
- in the current year, as of the date of this Report, 1,800,000 treasury shares in the context of the 2016-2018 Plan and compensation plan based on financial instruments of the performance share type for Managers of the Unipol Group companies for the three-year period 2019-2021, approved by the Shareholders' Meeting of the Company on 17 April 2019 (the "2019-2021 Plan" and together with the 2016-2018 Plan, the "Plans").

With regard to Unipol Shares, at the date of this report, the Company owns 1,540,221 Unipol ordinary shares, equal to 0.215% of the share capital (the "Unipol Shares"); in particular, the changes concerned:

- during 2019, on the one hand, the purchase of 440,000 Unipol Shares in the context of the 2016-2018 Plan and, on the other, the allocation of 1,089,778 Unipol Shares to the managers of the Company to implement the Plan;
- during the current year, the purchase of 1,000,000 Unipol Shares in the context of the Plans.

It is hereby proposed that the aforesaid authorisations be issued again, within the maximum spending limits specified herein, upon revocation of the authorisation specified above, for a term of 18 months and for the reasons and according to the procedures and terms specified below.

**Reasons and purposes**

The authorisation for the purchase and disposal of treasury shares aims to provide the

Company with an instrument to pursue, in its interest and in accordance with applicable legislation, the following objectives:

- to use the treasury shares for their allocation for the purposes of the compensation plan based on financial instruments, pursuant to Art. 114-bis of the Consolidated Law on Finance;
- to intervene, directly or through intermediaries, to promote the smooth conduct of trading, against distortions due to an excessive volatility or insufficient market liquidity;
- to take the opportunity to maximise the value that can be derived from market trends - and thus also by pursuing trading objectives - or connected with any strategic transactions of interest for the Company;
- to use treasury shares as an investment object for the efficient use of the liquidity generated by the core activity of the Company;
- to use these shares to ensure, if necessary, the overall consistency of transactions that create the need to place fractional shares of the capital of the Company.

The request for authorisation to purchase treasury shares is not, at present, directed at reductions of the share capital of the Company through the cancellation of treasury shares purchased.

The authorisation for the purchase and disposal of Unipol Shares aims to provide UnipolSai with an instrument to pursue, in the interests of the Company and in accordance with applicable legislation and, where applicable, accepted market practices, the following objectives:

- to use the shares of the holding company for their allocation in execution of the compensation plan based on financial instruments, pursuant to Art. 114-bis of the Consolidated Law on Finance;
- to take the opportunity to maximise the value that can be derived from market trends - and thus also by pursuing trading objectives - or connected with any strategic transactions of interest for the Company;
- use these actions as an investment object for the efficient use of the liquidity generated by the core activity of the Company.

*Number of shares that may be purchased and procedures for executing the purchases and sales*

It is specified that as of the date of this Report:

- the share capital of UnipolSai, entirely subscribed and paid-in, was Euro 2,031,456,338.00, divided into 2,829,717,372 ordinary shares with no nominal value. The Company holds a total of 3,190,047 treasury shares (equal to 0.113%) of the share capital, of which 2,804,643 directly and 385,404 indirectly, through the following subsidiaries:

- Arca Vita S.p.A., for 23,010 shares;
  - Alfaevolution Technology S.p.A., for 2,891 shares;
  - Gruppo UNA S.p.A., for 33,900 shares;
  - Leithà S.r.l., for 32,479 shares;
  - SIAT S.p.A., for 109,675 shares;
  - Unisalute S.p.A., for 90,222 shares;
  - UnipolSai Servizi Consortili S.c.r.l., for 93,227 shares;
- the share capital of Unipol is equal to Euro 3,365,292,408.03, fully subscribed and paid-in, divided into 717,473,508 ordinary shares with no nominal value.

We propose that:

- (i) the purchase of treasury shares and Unipol Shares may be carried out up to the maximum amounts permitted by law, in the manner provided for by Art. 132 of the Consolidated Law on Finance and Art. 144-bis, paragraph 1, letters a), b), c) and d-ter) and paragraph 1-bis of CONSOB Regulation No. 11971 of 14 May 1999 as amended (Issuers' Regulation), as well as by any other regulatory national and European provision, where applicable;
- (ii) the sale of treasury shares and Unipol Shares shall be made in the manner permitted by currently applicable legislation, including by carrying out, one or more times, subsequent purchases and sales, until the expiry of the term of the authorisation. In particular, the shares purchased in the context of the above mentioned Plans may be assigned and attributed in the manner and within the terms stated in the regulations of the Plans.

It is proposed that a maximum limit of expenditure be established, of Euro 100 million for the purchase of treasury shares and of Euro 100 million for the purchase of Unipol Shares, to be meant on a revolving basis, taking into account the treasury shares and the Unipol Shares sold according the authorisation by the Shareholders' Meeting.

*Price of the purchases and sale of treasury shares and of the holding company*

Both the purchases and the sale of treasury shares and the shares of the holding company Unipol should be made at a price of no more than 15% and no less than 15% of the reference price recorded by the respective securities on the trading day before the date of each transaction. Said parameters are deemed adequate to identify the range of values within which the purchase and sale of the shares are of interest for the Company.

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The Board of Directors therefore hereby submits the following resolution proposal to the Shareholders' Meeting.

**Proposal**

*“The Ordinary Shareholders’ Meeting of UnipolSai Assicurazioni S.p.A. (the “Company”),*

- after reviewing the report prepared by the Board of Directors and acknowledging the proposal there made;*
- having viewed the Financial Statements as at 31 December 2019;*
- bearing in mind the provisions of Arts. 2357, 2357-ter and 2359-bis of the Italian Civil Code;*
- having acknowledged that the Company presently holds 3,190,047 ordinary treasury shares, of which 2,804,643 directly and 385,404 indirectly, through the subsidiaries indicated in the report;*
- having further acknowledged that the Company holds 1,540,221 shares of its own holding company Unipol Gruppo S.p.A. (the “Holding Company”),*

*hereby resolves*

- (i) to revoke the previous resolution to authorise the purchase and/or the sale of treasury shares and shares of the Holding Company, passed by the Ordinary Shareholders’ Meeting of 17 April 2019;*
- (ii) to authorise, for a period of 18 months from the present Shareholders’ Meeting resolution, the purchase and disposal of treasury shares, pursuant to Arts. 2357 and 2357-ter of the Italian Civil Code and in compliance with the maximum limit of Euro 100 million expenditure, as well as the purchase and disposal of shares of the Holding Company, pursuant to Art. 2359-bis of the Italian Civil Code and in compliance with the maximum limit of Euro 100 million expenditure. The purchase and disposal of treasury shares and shares of the Parent Company may be carried out in the quantities and according – in compliance with currently applicable legislation and, where applicable, with the admitted market practices – to the procedures set out below:*
  - the purchase may be carried out up to the maximum amounts permitted by law, in the manner provided for by Art. 132 of Italian Legislative Decree No. 58 of 24 February 1998 (Consolidated Law on Finance, the “TUF”) and Art. 144-bis, paragraph 1, letters a), b), c) and d-ter) and paragraph 1-bis of CONSOB Regulation No. 11971 of 14 May 1999 as amended (Issuers’ Regulation), as well as by any other regulatory national and European provision, where applicable;*
  - the disposal may be made in the manner permitted by currently applicable law, including by carrying out, one or more times, subsequent purchases and sales, until the expiry of the term of the authorisation; In particular, the shares purchased in the context of the compensation plans based on financial instruments, approved under Art. 114-bis of the TUF may be assigned and attributed in the manner and within the terms stated in the regulations of the Plans.*

- *the above mentioned maximum limit of expenditure must be meant on a revolving basis, taking into account the treasury shares and Unipol Shares sold according the authorisation by the Shareholders' Meeting;*
  - *the purchase and disposal may be carried out at a price of no more than 15% and no less than 15% of the reference price recorded by the respective securities on the trading day prior to the date of each transaction, and in any case in compliance with the above maximum limit of Euro 100 million expenditure for treasury shares and Euro 100 million for the shares of the Holding Company;*
- (iii) *to vest the Board of Directors – and through this, the Chairman and the General Manager, separately from each other and also through special power of attorney – with all broadest powers to carry out, in accordance with the resolutions above, the purchases and/or disposals of treasury shares and those of the Holding Company, providing information to the market in accordance with currently applicable legislation and, where applicable, accepted market practices.”*

Bologna, 19 March 2020

The Board of Directors

**Amendment to Arts. 5, 6, 7, 10 and 15 of the By-Laws. Related and consequent resolutions.**

Dear Shareholders,

the Board of Directors of UnipolSai S.p.A. (also “UnipolSai” or the “Company”) has convened you to an Extraordinary Shareholders' Meeting to discuss and resolve on the only item on the agenda:

“Amendment to Arts. 5, 6, 7, 10 and 15 of the By-Laws. Related and consequent resolutions.”

This report (the “Report”) prepared in accordance with Art. 125-ter of Italian Legislative Decree No. 58 of 24 February 1998, as subsequently amended and integrated (the “TUF”), and Art. 72 and 84-ter as well as Annex 3A, schedule 3 of the Regulation adopted with CONSOB Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated (the “Issuers’ Regulation”) is aimed at presenting:

- i) the reasons for the proposed amendments to the above articles of the By-Laws;
- ii) a comparison of the articles of the By-Laws proposed for amendment, in the current and proposed text, with a relevant illustration of the changes made;
- iii) the resolutions proposed to the extraordinary Shareholders’ Meeting.

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**1. REASON AND ILLUSTRATION OF THE AMENDMENTS TO THE BY-LAWS**

The amendments intended to be made to the By-Laws are aimed at: *(i)* as a matter of priority, introducing an increase in voting rights pursuant to Art. 127-quinquies of the TUF, in order to provide incentives for medium/long-term investment in the Company by its Shareholders; *(ii)* simplifying the terms and methods of calling the Board of Directors to allow for greater organisational fluidity and timely interventions by this Board and, on this occasion, aligning the provisions of the By-Laws to the current regulatory framework for the implementation of the Group's supervisory provisions.

Below is a summarised description of the proposed amendments and the relative reasons:

**Art. 5 – Business of the Company**

The proposed amendment concerns a mere alignment with the formulation in par. 3 of Art. 11 of IVASS Regulation No. 22 of 1 June 2016, regarding the implementation of the provisions issued by IVASS in the interest of a sound and efficient management of the Group.

**Art. 6 – Share capital**

Given that Art. 5 of ISVAP Regulation No. 17/2008 (Regulations governing the joint exercise of Life and Non-Life business) states that “multi-branch” companies must represent in the By-Laws the individual items making up the company's shareholders’

equity, separately allocated to Non-Life and Life businesses, it is necessary to amend Art. 6 of the Company's By-Laws, in order to represent the elements of the company's shareholders' equity and the related numerical expressions, separately for the two above mentioned businesses (Non-Life and Life), in the actual composition and size that these assets have assumed, following the approval of the financial statements for the 2019 financial year, as a result of the operations involving the shares of the holding company Unipol Gruppo S.p.A. (the "Holding Company" or "Unipol") carried out in that year.

More specifically, with regard to this element, the mentioned Art. 6 must represent the effects of the amendments made to the items of the shareholders' equity due to changes in the item "Reserve for shares of the Holding Company" relating to the Non-Life sector, which was reduced from Euro 3,284,191.58 to Euro 1,708,127.95. These changes are the result of operations involving the Unipol Shares (taking place during 2019) and the consequent adjustment of the related Reserve in relation to, on the one hand, the purchase of 440,000 treasury shares in the context of the compensation plans based on financial instruments of share performance type and, on the other, the allocation of 1,089,778 Unipol Shares to the managers of the Company to implement the plans.

With regard to Art. 6 of the By-Laws, the other items that make up the company shareholders' equity remain unchanged.

#### **Art. 7 - Shares**

The proposed amendments relate to the introduction of the increase in voting rights pursuant to Art. 127-quinquies of the TUF, as specified below.

##### *Brief legal framework for the increase in voting rights*

With Italia Law Decree No. 91 of 24 June 2014 (converted by Law No. 116/2014), the Italian legislator has introduced Art. 127-quinquies of the TUF, which allows companies with shares listed on a regulated market to have their By-Laws provide for the attribution of an increased voting right, up to a maximum of two votes, for each ordinary share belonging to the same Shareholder for a continuous period of not less than twenty-four months from the date of registration in a special list prepared and kept by the company.

As already mentioned above, the purpose of this option is to allow listed companies to encourage medium/long-term investments by shareholders in order to promote the stability of the shareholding structure and facilitate the pursuit of long-term objectives.

The choice of the Italian legislator is in accordance with other foreign legal systems, which allow voting rights to be enhanced by means of multi-voting shares or loyalty shares (e.g. France, Japan, Great Britain and the United States), and with European Union legislation and, in particular, with the plan outlined by the European Commission in the Action Plan on European Company Law and Corporate Governance of 12 December 2012, which was followed by the adoption of Directive (EU) 2017/828 (Shareholders' Directive II), recently transposed into Italian law by Legislative Decree



No. 49/2019 with the main purpose of encouraging and strengthening the long-term commitment of shareholders of listed companies.

This propensity towards shareholders who are more committed in the medium-long term and sustainable companies is also expressly confirmed by the legal regulation of the matter in question, which, consistently, does not provide for any right of withdrawal for those shareholders who have not contributed to the adoption of the resolution regulating the increase in voting rights (Art. 127-quinquies, par. 6, of the TUF).

In this context, while sharing the choices adopted by the administrative body of the Holding Company, the Board of Directors of UnipolSai, in defining its governance structure geared towards the sustainable success of its business activities, believes that the adoption of the increased voting rights can contribute to (i) encouraging a medium-long term investment approach, thus favouring the presence of stable investors, (ii) balancing any short-term investment strategies and (iii) counteracting the volatility of share prices as well as encouraging a more efficient price formation process.

In other words, the Board of Directors believes the stability of the shareholding structure is an asset for the Company and its Shareholders, since it provides the conditions for a lasting increase in the value of the shares and makes it possible to support profitable business growth capable of guaranteeing sustainable profitability over time, also in line with the recent recommendations of the Corporate Governance Committee of Borsa Italiana S.p.A., as well as with the Corporate Governance Code, in the version currently in force (July 2018 version) and in the version last approved by the aforesaid Committee in January 2020, which issuers are required to apply from 1 January 2021.

For the purposes described above, the Board of Directors intends to propose the introduction of the increase in voting rights pursuant to Art. 127-quinquies of the TUF and, therefore, the amendment to the By-Laws as illustrated below.

#### *Increase coefficient and vesting period*

As mentioned above, Art. 127-quinquies of the TUF grants companies the right to determine in their By-Laws the amount of the increase in voting rights (up to a maximum of two votes for each share) and the duration of the minimum period of ownership of the shares needed to obtain the right to the increase in voting rights (provided that it is not less than twenty-four months).

It is deemed appropriate to propose a maximum increase of two votes for each share and to arrange for this increase to be achieved automatically as from the minimum period of twenty-four months, as provided for by Art. 127-quinquies of the TUF.

In fact, the Board of Directors considers that, in line with the solutions adopted by the "market" the proposed increase coefficient, equal to two votes, is effectively and efficiently rewarding for those Shareholders who intend to make use of it and that the vesting period of at least twenty-four months is an adequate period of time to balance the stability of share ownership.



*Legitimate right in rem*

The proposal is to specify in the By-Laws that, for the purposes of the attribution of the increase in voting rights, the requirement of "membership" under Art. 127-quinquies of the TUF must be understood and referred to shares with voting rights that have belonged to the same entity holding the right to vote - be it the full owner, the bare owner or the usufructuary of the shares - for an ongoing period of twenty-four months starting from the registration in the Special List referred to in the following paragraph.

*Special List: registration, cancellation and waiver*

As already specified, Art. 127-quinquies, par. 2 of the TUF requires Shareholders to register in a special list prepared and kept by the issuer (the "Special List") in order to benefit from the increase in voting rights.

Therefore, the Board of Directors proposes that the Special List be set up and kept at the registered office, in relation to which the provisions of Art. 143-quater of the Issuers' Regulation apply, with regard to its contents and update, as well as the obligations of disclosure to the market as per Art. 85-bis of the Issuers' Regulation.

In this respect, it is proposed in particular that the By-Laws specify that:

- i) the request of registration in the Special List must be accompanied by precise documentation stating the ownership of the shares by the holder of the legitimate right in rem, issued by the intermediary the shares are deposited with, in accordance with currently applicable legislation. In the case of entities other than natural persons, the request shall also specify whether the entity undergoes direct or indirect control by third parties and the identification data of the controlling entity (if any) (and the related chain of control);
- ii) the increase in voting rights may be requested even for only part of the shares held by the holder;
- iii) the Company will proceed with the cancellation from the Special List following the: (a) Shareholder's waiver regarding all or part of the stated shares for which registration in the Special List has been made; (b) communication from the Shareholder or intermediary proving that the conditions for the increase in voting rights are no longer met or that the ownership of the legitimate right in rem and/or the related voting right has been lost or discontinued; or (c) ex officio, if the Company otherwise becomes aware of facts that result in the conditions for the increase in voting rights to cease or the loss or interruption of the ownership of the legitimating right in rem and/or of the related voting right;
- iv) in order to obtain the increase in voting rights, a further communication issued by the intermediary the shares are deposited with in accordance with currently applicable legislation is required, stating continuous ownership of shares for the entire duration of the aforesaid twenty-four months from registration in the Special List.
- v) the acquisition of the increase in voting rights becomes effective on the first of

the following dates: (i) the third open market day of the calendar month following the one in which the conditions required by the By-Laws for the increase in voting rights occurred; or (ii) the so-called record date of a possible Shareholders' Meeting of the Company, determined pursuant to currently applicable legislation, following the date on which the conditions set out in the By-Laws for the increase in voting rights were met;

- vi) registrations in the Special List are made by the Company by the third open market day from the end of each calendar month and, in any case, by the so-called record date set forth by the regulations in force in relation to the right to participate in and vote at the Shareholders' Meeting (i.e. by the end of the accounting day of the seventh trading day prior to the date set for the Company's Shareholders' Meeting, pursuant to Art. 83-sexies of the TUF), if before, in order to allow the Company to fulfil its disclosure obligations, in accordance with the procedures and timeframes under Art. 85-bis, par. 4-bis of the Issuers' Regulation;
- vii) updates to the Special List are made by the Company, in accordance with the provisions of the Regulation for increased voting right to be adopted by the Company's Board of Directors;
- viii) the entity granted the increased voting right is entitled to irrevocably (entirely or partly) waive the increase in voting rights at any time, by means of a written communication to be sent to the Company, it being understood that the increase in voting rights may be acquired again, with respect to the shares for which it was waived, following a new registration in the Special List and the ex novo accrual of the period of continuous membership of at least twenty-four months.

In relation to the above, the Board of Directors also proposes that the Shareholders' Meeting grant the Board of Directors the power to (i) identify the entity in charge of keeping the Special List, and (ii) adopt the aforementioned Regulation for increased voting right, aimed primarily at establishing the procedures for registering, keeping and updating the Special List, in compliance with currently applicable legislation, the By-Laws and market practices, and to ensure the timely exchange of information between the Shareholders, the Company, the person in charge of keeping the list and the intermediaries.

*Retention, extending and loss of the increased voting right*

It is proposed that the By-Laws specifies that the increase in voting rights already accrued or, if not yet accrued, the length of time passed since the registration seniority in the Special List are kept with full validity and effectiveness in the following cases:

- a) pledge, usufruct or other lien on shares with retention of voting rights by the holder of the legitimate right in rem;
- b) succession due to death in favour of the heir and/or legatee;
- c) merger or spin-off of the holder of the legitimate right in rem in favour of the

- company resulting from the merger or beneficiary of the spin-off;
- d) transfer from an UCITS to another UCITS (or from one segment to another of the same UCITS) managed by the same Asset Management Company;
  - e) in case of intra-group transfers by the holder of the legitimate right in rem in favour of the entity controlling it or in favour of companies controlled or subject to joint control by it. To this end, the concept of control to which reference should be made is that of legal control provided for in Art. 2359, par. 1, no. 1, of the Italian Civil Code.

As permitted by currently applicable legislation, it is proposed that the By-Laws requires the extension of the increase in voting rights in the following cases:

- a) in proportion to the newly issued shares, in the event of a capital increase free of charge pursuant to Art. 2442 of the Italian Civil Code and a capital increase paid through new contributions made while exercising the option right;
- b) the shares assigned in exchange for those to which the increased voting right is attributed, in case of a merger or spin-off, where this is required by the relevant project;
- c) in proportion to the newly issued shares, in the event of exercising conversion right connected to convertible bonds and other structured debt securities, as long as this is provided for by regulations for these financial instruments.

In this respect, it is proposed to specify that, in the above cases, the new shares will acquire the increased voting rights: (i) for newly issued shares due to the holder in relation to shares for which this increase has already accrued, from the time of registration in the Special List, without the need for a further accrual of the continuous ownership period; (ii) for newly issued shares due to the holder in relation to shares for which the increase in voting rights has not already accrued (but is in the process of accruing), from the time of completing the period of membership calculated from the original registration in the Special List.

In compliance with the provisions of Art. 127-quinquies, par. 3, of the TUF, the proposal to amend the By-Laws finally identifies the cases in which the increase in voting rights already acquired would no longer apply, providing for the loss of this benefit; this would occur in the event of:

- a) transfer for consideration or free of charge of the shares, it being understood that “transfer” means any transaction involving the transfer of shares as well as the creation of a pledge, usufruct or other lien on the shares when this results in the loss of voting rights by the Shareholder. In case of a transfer for consideration or free of charge of only part of the shares with increased voting right, the transferor retains the increased voting rights on shares other than those transferred;
- b) direct or indirect transfer of controlling interests in companies or entities that hold shares with increased voting rights above the threshold set forth in Art.

120, par. 2, of the TUF.

*Meeting quorum count*

The Board of Directors proposes to replicate in the By-Laws the provisions of Art. 127-quinquies, par. 8, of the TUF, according to which the increase in voting rights is calculated for the purposes of determining the setting and voting quorums for the Shareholders' Meetings that refer to portions of the share capital, while it has no effect on the rights, other than voting rights, due consequently to holding certain portions of the share capital, such as, by way of example, the right to request the call of Shareholders' Meeting, the right to challenge Shareholders' Meeting resolutions, the right to submit lists of candidates to renew corporate bodies, etc.

*Effects that the introduction of the increase in voting rights would have on the Company's ownership structure*

At the date of this Report, the Company is legally controlled pursuant to Art. 93 of the TUF by Unipol Gruppo S.p.A., which holds a stake equal to 61.75% directly and 81.75% directly and indirectly of UnipolSai's share capital.

The Board of Directors proposes to amend the By-Laws in order to arrange for a right to a double vote for each share belonging to the same entity for an ongoing period of not less than 24 months, starting from the registration in the Special List to be set up by the Company.

In case Unipol Gruppo S.p.A. were to demand the increase in voting rights with respect to all of their shareholdings and no other Shareholder were to apply for the increase in voting rights, at the end of the twenty-four months of continuous ownership, the Unipol Gruppo S.p.A. could exercise a total of 67.96% of the voting rights directly and of about 89.96% indirectly (this calculation was made by including the total amount of the share capital in non-voting treasury shares).

***Decision-making procedures followed to proposals to amend the By-Laws***

The proposed amendment to the By-Laws concerning the introduction of the increase in voting rights, referred to in this Report, was approved by the Board of Directors on 19 March 2020.

The meeting was attended by 16 of the 17 members of the Board of Directors currently in office, including 10 independent Directors pursuant to the Corporate Governance Code and the TUF.

The decision was taken unanimously, considering that the proposal to introduce increase in voting rights is in the company's interest for the reasons set out above, since it aims to reward the stability of the shareholding structure and long-term investments and encourage a lasting increase in the value of the shares, in support of the company's growth that is not only profitable, but also consistent with the features of the Unipol Group's business.

**Art. 10 – Participation and representation in the Shareholders' Meeting**

A proposal is made to eliminate the last paragraph of Art. 10, whose provisions, as a result of the proposed introduction of the increase in voting rights, is contained in the new Art. 7, par. 3.

### **Art. 15 – Meetings of the Board of Directors**

The amendment concerns the simplification of the procedural methods and the shortening, in urgent cases, of the notice period for convening the Board of Directors, in order to provide greater organisational flexibility and timely intervention to the Board of Directors.

## **2. COMPARISON TABLE**

In order to make it easier for the changes to be identified, for each provision of the By-Laws that is subject to an amendment proposal, below the current text is reported in the column on the left and the new proposed text in the column on the right. In particular, with reference to the new text, the following steps have been taken:

- a) the words whose deletion is being proposed are highlighted with crossed out characters; and
- a) the words whose insertion is being proposed are highlighted in bold.

*(a comparison table is below)*

<b>Current text</b>	<b>New text</b>
<p><b>Art. 5 – Business of the Company</b></p> <p>The business of the Company is divided in the non-life sector (gestione danni) and the life sector (gestione vita).</p> <p>The activities and transactions regarding life insurance and re-insurance, capitalizations or supplementary pension plans (including open pension funds) belong to the life sector.</p> <p>The activities and transactions not regarding the life insurance and re-insurance, capitalizations or supplementary pension plans (including open pension funds) belong to the non-life sector.</p>	<p><b>Art. 5 – Business of the Company</b></p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p>

Current text	New text
<p>The Company belongs to the Insurance Group Unipol. As such, it is required to comply with the resolutions that the parent company, in the exercise of the activity of direction and coordination, adopts to implement the decisions and instructions imposed by the Supervisory Authority in the interest of the stable and efficient operation of the group. The Directors of the Company provide to the parent company any data and information for the adoption of the above resolutions.</p>	<p>The Company belongs to the Insurance Group Unipol. As such, it is required to comply with the resolutions that the parent company, <del>in the exercise of the activity of direction and coordination,</del> adopts to implement the decisions and instructions imposed by the Supervisory Authority in the interest of the stable and efficient operation of the group. The Directors of the Company provide to the parent company any data and information for the adoption of the above resolutions.</p>
<p><b>Art. 6 – Share capital</b></p> <p>The share capital is equal to Euro 2,031,456,338.00 divided in 2,829,717,372 ordinary shares with no nominal value.</p> <p>The corporate capital is allocated for Euro 1,528,513,644.07 to the operation of the non-life insurance and re-insurance business and for Euro 502,942,693.93 to the operation of the life insurance and re-insurance business.</p> <p>The legal reserve is allocated for Euro 305,702,728.81 to the operation of the non-life insurance and re-insurance business and for Euro 100,588,538.79 to the operation of the life insurance and re-insurance business.</p> <p>The share premium reserve is allocated for Euro 147,887,803.65 to the operation of the non-life insurance and re-insurance business and for Euro 259,368,002.54 to the operation of the life insurance and re-insurance business.</p> <p>The revaluation reserves (riserve di rivalutazione) are allocated for Euro 96,559,196.27 to the sole operation of the non-life insurance and re-insurance business.</p> <p>The reserve for shares of the holding company is entirely allocated, for Euro</p>	<p><b>Art. 6 – Share capital</b></p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>The reserve for shares of the holding company is entirely allocated, for Euro <del>3,284,191.58,</del> <b>1,708,127.95</b> to the</p>

Current text	New text
<p>3,284,191.58 to the operation of the non-life insurance and re-insurance business.</p> <p>The other reserves are allocated for Euro 1,183,817,291.37 to the operation of the non-life insurance and re-insurance business and for Euro 1,229,756,244.22 to the operation of the life insurance and re-insurance business.</p> <p>The negative reserve for treasury shares is entirely allocated, for Euro 1,847,265.67 to the operation of the non-life insurance and re-insurance business.</p> <p>Among the items of the net worth there are no statutory reserves or profits and/or losses carried forward.</p> <p>In case of share capital increase for consideration, the option right of the Shareholders may be excluded within the limits of ten per cent of the pre-existing share capital, on condition that the issue price of the new shares is equal to the market value of the existing shares and that this is confirmed by an appropriate report from the auditing firm.</p>	<p>operation of the non-life insurance and re-insurance business.</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p>
<p><b>ART. 7 – Shares</b></p> <p>The shares are in the form of registered shares when it is so required by the applicable laws.</p> <p>Otherwise, the shares, if fully paid-in, may be registered or bearer shares, upon election and at the expense of the Shareholder.</p>	<p><b>ART. 7 – Shares</b></p> <p>[unchanged]</p> <p>[unchanged]</p> <p><b>Each share gives the right to one vote, notwithstanding the provisions of the next paragraphs.</b></p> <p><b>Notwithstanding the provisions of the previous paragraph, each share shall give right to a double vote (i.e., two votes for each share) if both of the following conditions are met:</b></p> <p><b>a) the share belonged to the same entity, by virtue of a legitimate right</b></p>



Current text	New text
	<p>in rem to exercise the voting right (full ownership with voting rights or bare ownership with voting right or usufruct with voting right) for an ongoing period of at least twenty-four months;</p> <p>b) the occurrence of the condition under (a) is certified by continuous registration, for a period of at least twenty-four months, in the special list purposefully set up by the Company pursuant to this article (the "Special List"), as well as by a specific communication certifying continuous share ownership, for the entire duration of the aforementioned period, issued by the intermediary the shares are deposited with in accordance with currently applicable legislation.</p> <p>The acquisition of the increase in voting rights will become effective on the first of the following dates: (i) the third open market day of the calendar month following the one in which the conditions required by these By-Laws for the increase in voting rights occurred; or (ii) the so-called record date of a possible Shareholders' Meeting of the Company, determined pursuant to currently applicable legislation, following the date on which the conditions set out in these By-Laws for the increase in voting rights were met.</p> <p>The Company sets up and keeps the Special List at the registered office, in the form and with the contents required by currently applicable legislation, in which those Shareholders wishing to benefit from the increase in voting rights shall register. The Special List is subject to the provisions on the Register of Shareholders contained in Art. 2422 of the Italian Civil Code and Art. 83-undecies of Italian Legislative Decree No. 58 of 24 February 1998, insofar as they are compatible.</p> <p>In order to obtain registration in the</p>



Current text	New text
	<p>Special List, the entity legitimated under this article must submit an appropriate application, attaching a communication certifying the ownership of the shares for which the application has been submitted, issued by the intermediary the shares are deposited with, in accordance with currently applicable legislation.</p> <p>The increase in voting rights may be requested even for only part of the shares held by the holder. In the case of entities other than natural persons, the request shall also specify whether the entity undergoes direct or indirect control by third parties and the identification data of the controlling entity (if any) (and the related chain of control).</p> <p>The registrations in the Special List are made, by the Company, by the third open market day from the end of each calendar month and, in any case, by the so-called record date provided for by the regulations in force in relation to the right to participate and vote at the Shareholders' Meeting (if before).</p> <p>The Company shall proceed with the cancellation from the Special List in the following cases:</p> <ol style="list-style-type: none"> <li>a) waiver of the party concerned referring to all or part of the stated shares for which registration in the Special List has been made;</li> <li>b) communication of the party concerned or intermediary proving that the conditions for the increase in the voting rights have ceased or the loss or interruption of the ownership of the legitimate right in rem and/or the related voting right;</li> <li>c) ex officio, if the Company is informed of the occurrence of facts that result in the conditions for the increase in voting rights to cease or the loss or interruption of ownership of the legitimate right in rem and/or the relative voting right.</li> </ol>

Current text	New text
	<p>The increase in voting rights already accrued or, if not yet accrued, the period of ownership needed for the increased voting right to vest is retained:</p> <ul style="list-style-type: none"> <li>a) in case of pledge, usufruct or other lien on shares with retention of voting rights by the holder of the legitimate right in rem;</li> <li>b) in case of succession due to death in favour of the heir and/or legatee;</li> <li>c) in case of merger or spin-off of the holder of the legitimate right in rem in favour of the company resulting from the merger or beneficiary of the spin-off;</li> <li>d) in case of transfer from an UCITS to another UCITS (or from one segment to another of the same UCITS) managed by the same Asset Management Company;</li> <li>e) in case of intra-group transfers by the holder of the legitimate right in rem in favour of the entity controlling it or in favour of companies controlled or subject to joint control by it. To this end, the concept of control is that of legal control provided for in Art. 2359, par. 1, no. 1, of the Italian Civil Code.</li> </ul> <p>The increase in the voting right is extended:</p> <ul style="list-style-type: none"> <li>a) in proportion to the newly issued shares, in the event of a capital increase free of charge pursuant to Art. 2442 of the Italian Civil Code and a capital increase paid through new contributions made while exercising the option right;</li> <li>b) the shares assigned in exchange for those to which the increased voting right is attributed, in case of a merger or spin-off, where this is required by the relevant project;</li> <li>c) in proportion to the newly issued shares, in the event of exercising conversion right connected to convertible bonds and other</li> </ul>

Current text	New text
	<p>structured debt securities, as long as this is provided for by regulations for these financial instruments.</p> <p>In the cases under letters (a), (b) and (c) of the previous paragraph, the new shares acquire the increased voting rights: (i) for newly issued shares due to the holder in relation to shares for which this increase has already accrued, from the time of registration in the Special List, without the need for a further accrual of the continuous ownership period; (ii) for newly issued shares due to the holder in relation to shares for which the increase in voting rights has not already accrued (but is in the process of accruing), from the time of completing the period of membership calculated from the original registration in the Special List.</p> <p>The increase in the voting right ceases:</p> <ul style="list-style-type: none"> <li>a) in case of transfer for consideration or free of charge of the shares, it being understood that “transfer” means any transaction involving the transfer of shares as well as the creation of a pledge, usufruct or other lien on the shares when this results in the loss of voting rights by the Shareholder. In case of a transfer for consideration or free of charge of only part of the shares with increased voting right, the transferor retains the increased voting rights on shares other than those transferred;</li> <li>b) in case of direct or indirect transfer of controlling interests in companies or entities that hold voting shares with increased voting rights above the threshold set forth in Art. 120, par. 2 of Italian Legislative Decree No. 58 of 24 February 1998.</li> </ul> <p>The entity granted the increased voting right is always entitled to irrevocably (entirely or partly) waive the increase in</p>

Current text	New text
	<p>voting rights at any time, by means of a written communication to be sent to the Company. In any case, the entity waiving the increase in voting rights (entirely or partly) is entitled to request the re-registration of their shares (in whole or in part) in the Special List, also with reference to those shares for which the waiver had previously been made. In relation to these shares, the increase in voting rights shall accrue after a new period of ongoing ownership of at least twenty-four months, under the terms and conditions provided for in this article.</p> <p><i>The increase in voting rights is calculated to determine the setting and voting quorums that refer to portions of the share capital, but has no effect on the rights, other than voting rights, due by virtue of the ownership of certain portions of the share capital.</i></p> <p>Unless otherwise provided for, for the purposes of this Article the concept of control is that set forth in the regulatory framework for listed issuers.</p>
<p><b>Article 10 – Participation and representation in the Shareholders’ Meeting</b></p> <p>The participation and representation in the Shareholders’ Meeting are governed by the provisions of law.</p> <p>Persons to the benefit of whom has been delivered to the Company, within the terms set forth by the applicable laws in force at the time, the notice of the competent intermediary attesting the right of such persons to participate and vote in the Shareholders’ Meeting, are entitled to participate and vote in the Shareholders’ Meetings.</p> <p>Any person entitled to vote may be represented at the Shareholders' Meeting by a proxy appointed in writing or with an electronic document signed electronically</p>	<p><b>Article 10 – Participation and representation in the Shareholders’ Meeting</b></p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p>

Current text	New text
<p>in accordance with current legislation. The proxy may be appointed electronically by certified e-mail, in accordance with the procedures indicated in the notice of the meeting.</p> <p>The Company may designate for each Shareholders' Meeting one or more persons to which the persons entitled to vote may grant a proxy with voting instructions for all or some of the items of the agenda of the meeting. The parties designated and the procedures and deadlines for appointing proxies are indicated in the notice of the meeting.</p> <p>The Board of Directors may provide, in relation to a specific Shareholders' Meeting and in accordance with the applicable provisions of law, that the right to intervene and vote in the meeting is exercised through remote means of communication, including electronic devices, on condition that the necessary requisites for the identification of the persons entitled to intervene and vote and for the safety of the communications are met. The notice of call shall in such case specify, also by reference to the website of the Company, the terms and modalities for the participation to the meeting.</p> <p>Each share grants the right to cast one vote.</p>	<p>[unchanged]</p> <p>[unchanged]</p> <p><del>Each share gives the right to one vote.</del></p>
<p><b>ART. 15 – Meetings of the Board of Directors</b></p> <p>The Board of Directors meets, upon call of the Chairman, or the person standing for the Chairman, at least on a quarterly basis.</p> <p>In addition, the Board of Directors meets any time the Chairman, or the person standing for the Chairman, deems it appropriate, or any time it is so requested by at least three Directors, or a Managing Director, if appointed.</p> <p>The Board of Directors may also be</p>	<p><b>ART. 15 – Meetings of the Board of Directors</b></p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p>

Current text	New text
<p>convened, following notice to the Chairman of the Board of Directors, by at least one Auditor.</p> <p>The meeting is convened with written notice, which indicates the day, time and place of the meeting, which needs not to be held at the registered office, as well as the items under discussion, to be sent to the Directors and to the Effective Auditors, through any electronic means and/or devise with certified receipt, at least five days before or, in case of urgency, at least forty-eight hours before the date of the meeting.</p> <p>If the above formalities are not complied, the Board of Directors is deemed validly held if all Directors and all members of the Board of Statutory Auditors attend the meeting and none of them objects to the discussion of the items of the agenda.</p> <p>The meetings of the Board of Directors are chaired by the Chairman or, in case of his/her absence or impediment, by the eldest Deputy Chairman.</p> <p>If the above is not possible, the meeting is chaired by another Director designated by the Board.</p> <p>The meetings of the Board of Directors may be held also through telecommunications means, on condition that all participants can be identified and are in a position to follow the discussion, to intervene in real time to the debates on the items discussed and to receive, transmit or review documents; if the above requirements are met, the Board of Directors is deemed to be held in the place where the Chairman is submit in person and where also the Secretary of the meeting must be submit in person, in order to allow the drafting and execution of the minutes of the meeting on the relevant book.</p>	<p>The meeting is convened with written notice, which indicates the day, time and place of the meeting, which needs not to be held at the registered office, as well as the items under discussion, to be sent to the Directors and to the Effective Auditors, <del>through any electronic means and/or devise with certified receipt</del> <b>through suitable means in consideration of the notice period</b>, at least five days before or, in case of urgency, at least <del>forty-eight</del> <b>twelve</b> hours before, the date of the meeting.</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p>

### 3. INFORMATION REGARDING THE OCCURRENCE OF THE RIGHT OF WITHDRAWAL

Please note that the proposed amendments to the By-Laws, also in light of the provisions of Art. 127-quinquies, par. 6, of the TUF, do not provide the Shareholders with the right of withdrawal if they do not approve of them, as they are not sufficient to provide the right of withdrawal as identified by Art. 2437 of the Italian Civil Code.

\*\*\* \*\*

In addition, please recall that the effectiveness of the proposed amendments to the By-Laws is subject - aside from the approval of the Shareholders' Meeting, also to the relevant approval by IVASS, pursuant to Art. 196 of Italian Legislative Decree No. 209 of 7 November 2005.

\*\*\* \*\*

The Board of Directors therefore hereby submits the following resolution proposal to the Extraordinary Shareholders' Meeting.

#### **Proposal**

*The Extraordinary Shareholders' Meeting of UnipolSai S.p.A.,*

– *after reviewing the report of the Board of Directors,*

*hereby resolves*

1. *to amend Art. 5 of the By-Laws as follows:*

#### **“Article 5 – Business of the Company**

*The business of the Company is divided in the non-life sector (gestione danni) and the life sector (gestione vita).*

*The activities and transactions regarding life insurance and re-insurance, capitalizations or supplementary pension plans (including open pension funds) belong to the life sector.*

*The activities and transactions not regarding the life insurance and re-insurance, capitalizations or supplementary pension plans (including open pension funds) belong to the non-life sector.*

*The Company belongs to the Insurance Group Unipol. As such, it is required to comply with the resolutions that the parent company adopts to implement the decisions and instructions imposed by the Supervisory Authority in the interest of the stable and efficient operation of the group. The Directors of the Company provide to the parent company any data and information for the adoption of the above resolutions.*

2. *to amend Art. 6 of the By-Laws as follows:*

#### **“Article 6 – Share capital**

*The share capital is equal to Euro 2,031,456,338.00 divided in 2,829,717,372 ordinary shares with no nominal value.*

*The corporate capital is allocated for Euro 1,528,513,644.07 to the operation of the non-life insurance and re-insurance business and for Euro 502,942,693.93 to the operation of the life insurance and re-insurance business.*

*The legal reserve is allocated for Euro 305,702,728.81 to the operation of the non-life insurance and re-insurance business and for Euro 100,588,538.79 to the operation of the life insurance and re-insurance business.*

*The share premium reserve is allocated for Euro 147,887,803.65 to the operation of the non-life insurance and re-insurance business and for Euro 259,368,002.54 to the operation of the life insurance and re-insurance business.*

*The revaluation reserves (riserve di rivalutazione) are allocated for Euro 96,559,196.27 to the sole operation of the non-life insurance and re-insurance business.*

*The reserve for shares of the holding company is entirely allocated, for Euro 1,708,127.95 to the operation of the non-life insurance and re-insurance business.*

*The other reserves are allocated for Euro 1,183,817,291.37 to the operation of the non-life insurance and re-insurance business and for Euro 1,229,756,244.22 to the operation of the life insurance and re-insurance business.*

*The negative reserve for treasury shares is entirely allocated, for Euro 1,847,265.67 to the operation of the non-life insurance and re-insurance business.*

*Among the items of the net worth there are no statutory reserves or profits and/or losses carried forward.*

*In case of share capital increase for consideration, the option right of the Shareholders may be excluded within the limits of ten per cent of the pre-existing share capital, on condition that the share price (prezzo di emissione) for the issuance of the new shares is equal to the market value of the existing shares and that this is confirmed by a specific report of the auditing firm.”*

3. to amend Art. 7 of the By-Laws as follows:

**“ART. 7 – Shares**

*The shares are in the form of registered shares when it is so required by the applicable laws.*

*Otherwise, the shares, if fully paid-in, may be registered or bearer shares, upon election and at the expense of the Shareholder.*

*Each share gives the right to one vote, notwithstanding the provisions of the next paragraphs.*

*Notwithstanding the provisions of the previous paragraph, each share shall give right to a double vote (i.e., two votes for each share) if both of the following conditions are met:*

a) *the share belonged to the same entity, by virtue of a legitimate right in rem to*



*exercise the voting right (full ownership with voting rights or bare ownership with voting right or usufruct with voting right) for an ongoing period of at least twenty-four months;*

- b) *the occurrence of the condition under (a) is certified by continuous registration, for a period of at least twenty-four months, in the special list purposefully set up by the Company pursuant to this article (the "Special List"), as well as by a specific communication certifying continuous share ownership, for the entire duration of the aforementioned period, issued by the intermediary the shares are deposited with in accordance with currently applicable legislation.*

*The acquisition of the increase in voting rights will become effective on the first of the following dates: (i) the third open market day of the calendar month following the one in which the conditions required by these By-Laws for the increase in voting rights occurred; or (ii) the so-called record date of a possible Shareholders' Meeting of the Company, determined pursuant to currently applicable legislation, following the date on which the conditions set out in these By-Laws for the increase in voting rights were met.*

*The Company sets up and keeps the Special List at the registered office, in the form and with the contents required by currently applicable legislation, in which those Shareholders wishing to benefit from the increase in voting rights shall register. The Special List is subject to the provisions on the Register of Shareholders contained in Art. 2422 of the Italian Civil Code and Art. 83-undecies of Italian Legislative Decree No. 58 of 24 February 1998, insofar as they are compatible.*

*In order to obtain registration in the Special List, the entity legitimated under this article must submit an appropriate application, attaching a communication certifying the ownership of the shares for which the application has been submitted, issued by the intermediary the shares are deposited with, in accordance with currently applicable legislation.*

*The increase in voting rights may be requested even for only part of the shares held by the holder. In the case of entities other than natural persons, the request shall also specify whether the entity undergoes direct or indirect control by third parties and the identification data of the controlling entity (if any) (and the related chain of control).*

*The registrations in the Special List are made, by the Company, by the third open market day from the end of each calendar month and, in any case, by the so-called record date provided for by the regulations in force in relation to the right to participate and vote at the Shareholders' Meeting (if before).*

*The Company shall proceed with the cancellation from the Special List in the following cases:*

- a) *waiver of the party concerned referring to all or part of the stated shares for which registration in the Special List has been made;*
- b) *communication of the party concerned or intermediary proving that the conditions for the increase in the voting right have ceased or the loss or*

*interruption of the ownership of the legitimate right in rem and/or the related voting right;*

- c) ex officio, if the Company is informed of the occurrence of facts that result in the conditions for the increase in voting rights to cease or the loss or interruption of ownership of the legitimate right in rem and/or the relative voting rights.*

*The increase in voting rights already accrued or, if not yet accrued, the period of ownership needed for the increased voting right to vest is retained:*

- a) in case of pledge, usufruct or other lien on shares with retention of voting rights by the holder of the legitimate right in rem;*
- b) in case of succession due to death in favour of the heir and/or legatee;*
- c) in case of merger or spin-off of the holder of the legal right in rem in favour of the company resulting from the merger or beneficiary of the spin-off;*
- d) in case of transfer from an UCITS to another UCITS (or from one segment to another of the same UCITS) managed by the same Asset Management Company;*
- e) in case of intra-group transfers by the holder of the legitimate right in rem in favour of the entity controlling it or in favour of companies controlled or subject to joint control by it. To this end, the concept of control is that of legal control provided for in Art. 2359, par. 1, no. 1, of the Italian Civil Code.*

*The increase in the voting right is extended:*

- a) in proportion to the newly issued shares, in the event of a capital increase free of charge pursuant to Art. 2442 of the Italian Civil Code and a capital increase paid through new contributions made while exercising the option right;*
- b) the shares assigned in exchange for those to which the increased voting right is attributed, in case of a merger or spin-off, where this is required by the relevant project;*
- c) in proportion to newly issued shares, in the event of exercising conversion right connected to convertible bonds and other structured debt securities, as long as this is provided for by regulations for these financial instruments.*

*In the cases under letters (a), (b) and (c) of the previous paragraph, the new shares acquire the increased voting rights: (i) for newly issued shares due to the holder in relation to shares for which this increase has already accrued, from the time of registration in the Special List, without the need for a further accrual of the continuous ownership period; (ii) for newly issued shares due to the holder in relation to shares for which the increase in voting rights has not already accrued (but is in the process of accruing), from the time of completing the period of membership calculated from the original registration in the Special List.*

*The increase in the voting right ceases:*

- a) in case of transfer for consideration or free of charge of the shares, it being*

*understood that “transfer” means any transaction involving the transfer of shares as well as the creation of a pledge, usufruct or other lien on the shares when this results in the loss of voting rights by the Shareholder. In case of a transfer for consideration or free of charge of only part of the shares with increased voting right, the transferor retains the increased voting rights on shares other than those transferred;*

- b) *in case of direct or indirect transfer of controlling interests in companies or entities that hold voting shares with increased voting rights above the threshold set forth in Art. 120, par. 2 of Italian Legislative Decree No. 58 of 24 February 1998.*

*The entity granted the increased voting right is always entitled to irrevocably (entirely or partly) waive the increase in voting rights at any time, by means of a written communication to be sent to the Company. In any case, the entity waiving the increase in voting rights (entirely or partly) is entitled to request the re-registration of their shares (in whole or in part) in the Special List, also with reference to those shares for which the waiver had previously been made. In relation to these shares, the increase in voting rights shall accrue after a new period of ongoing ownership of at least twenty-four months, under the terms and conditions provided for in this article.*

*The increase in voting rights is calculated to determine the setting and voting quorums that refer to portions of the share capital, but has no effect on the rights, other than voting rights, due by virtue of the ownership of certain portions of the share capital.*

*Unless otherwise provided for, for the purposes of this Article the concept of control is that set forth in the regulatory framework for listed issuers.”*

4. *to amend Art. 10 of the By-Laws as follows:*

**“Article 10 – Participation and representation in the Shareholders’ Meeting**

*The participation and representation in the Shareholders’ Meeting are governed by the provisions of law.*

*Persons to the benefit of whom has been delivered to the Company, within the terms set forth by the applicable laws in force at the time, the notice of the competent intermediary attesting the right of such persons to participate and vote in the Shareholders’ Meeting, are entitled to participate and vote in the Shareholders’ Meetings.*

*Any person entitled to vote may be represented at the Shareholders’ Meeting by a proxy appointed in writing or with an electronic document signed electronically in accordance with current legislation. The proxy may be appointed electronically by certified e-mail, in accordance with the procedures indicated in the notice of the meeting.*

*The Company may designate for each Shareholders’ Meeting one or more persons to which the persons entitled to vote may grant a proxy with voting instructions for all or some of the items of the agenda of the meeting. The parties designated and the*

*procedures and deadlines for appointing proxies are indicated in the notice of the meeting.*

*The Board of Directors may provide, in relation to a specific Shareholders' Meeting and in accordance with the applicable provisions of law, that the right to intervene and vote in the meeting is exercised through remote means of communication, including electronic devices, on condition that the necessary requisites for the identification of the persons entitled to intervene and vote and for the safety of the communications are met. The notice of the meeting must in this case specify the procedures for participating in the business of the shareholders' meeting, including by reference to the Company's website."*

5. to amend Art. 15 of the By-Laws as follows:

**"ART. 15 – Meetings of the Board of Directors**

*The Board of Directors meets, upon call of the Chairman, or the person standing for the Chairman, at least on a quarterly basis.*

*In addition, the Board of Directors meets any time the Chairman, or the person standing for the Chairman, deems it appropriate, or any time it is so requested by at least three Directors, or a Managing Director, if appointed.*

*The Board of Directors may also be convened, following notice to the Chairman of the Board of Directors, by at least one Auditor.*

*The meeting is convened with written notice, which indicates the day, time and place of the meeting, which needs not to be held at the registered office, as well as the items under discussion, to be sent to the Directors and to the Executive Auditors through suitable means in consideration of the notice period, at least five days before or, in case of urgency, at least twelve hours before the date of the meeting.*

*If the above formalities are not complied, the Board of Directors is deemed validly held if all Directors and all members of the Board of Statutory Auditors attend the meeting and none of them objects to the discussion of the items of the agenda.*

*The meetings of the Board of Directors are chaired by the Chairman or, in case of his/her absence or impediment, by the eldest Deputy Chairman.*

*If the above is not possible, the meeting is chaired by another Director designated by the Board.*

*The meetings of the Board of Directors may be held also through telecommunications means, on condition that all participants can be identified and are in a position to follow the discussion, to intervene in real time to the debates on the items discussed and to receive, transmit or review documents; if the above requirements are met, the Board of Directors is deemed to be held in the place where the Chairman is submit in person and where also the Secretary of the meeting must be submit in person, in order to allow the drafting and execution of the minutes of the meeting on the relevant book.*

6. to mandate the Board of Directors to (i) identify the entity in charge of keeping

*the special list referred to in Art. 143-quater of the Issuers' Regulation and (ii) adopt regulations for the management of the said special list, which regulates its methods of registration, keeping and updating in compliance with applicable legislation, the By-Laws and market practices, so as to ensure the timely exchange of information between the Shareholders, the Company, the person in charge of keeping the list and the intermediaries;*

7. *to grant the Chairman of the Board of Directors and the General Manager, severally among them and with a right of sub-delegation, the widest powers to comply with the formalities required by law, to record the adopted resolution in the Register of Companies, with the right to make to this resolution non-substantial amendments or integrations or else required by the competent Authorities, as well as the powers to deal with the resulting legal and regulatory obligations.”*

Bologna, 19 March 2020

The Board of Directors

**UnipolSai Assicurazioni S.p.A.**

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Parent company of the Unipol Insurance Group  
entered in the Register of the parent companies  
at No. 046

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