

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

UnipolSai Assicurazioni
**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)

[PAGE LEFT BLANK]

AGENDA

ORDINARY SHAREHOLDERS' MEETING

1. Financial Statements as at 31 December 2019; Directors' Report; Board of Statutory Auditors' and Independent Auditors' Report for UnipolSai Assicurazioni S.p.A. and Pronto Assistance S.p.A. 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.

[PAGE LEFT BLANK]

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 for UnipolSai Assicurazioni S.p.A. and Pronto Assistance S.p.A. Related and consequent resolutions.

Dear Shareholders,

this report, prepared pursuant to Art. 125-ter, par. 1, of Italian Legislative Decree no. 58/1998 (the "Consolidated Law on Finance", "TUF"), is the updated version of the report published on 28 March 2020 to take into account the resolution passed by the Board of Directors of UnipolSai Assicurazioni S.p.A. ("UnipolSai" or the "Company") during the meeting held on 2 April 2020.

At that meeting, the Board of Directors of the Company took note of the contents of the communication issued by IVASS with regard to the closure of the accounts for the year 2019, with which the Insurance Supervisory Authority, taking into account the emergency situation linked to the Covid-19 epidemic, requested all Italian companies and insurance groups to be "... *extremely prudent in the distribution of dividends and other assets and in the payment of the variable component of remuneration to company representatives*", specifying that compliance with these indications will be closely monitored by the Authority itself, "*which reserves the right, in relation to the development of the situation, to any other initiative to protect the soundness of the insurance system and to protect insured persons and those entitled to insurance benefits*".

The Board of Directors deemed that as of today all the conditions continue to be met, including the capital soundness coefficients, for the distribution of the dividend for the 2019 year (in the amount of Euro 0.16 per share) as resolved by the Board at its meeting held on 19 March 2020, thus confirming the proposal to distribute said dividend.

This decision was also taken in consideration of the high capital soundness of the Company (as at 31 December 2019 the individual Solvency ratio equalled 284%, with an excess capital of approximately Euro 5.3 billion, net of the 2019 dividend), which puts it at the top at national level.

Reference is thus made to what has been published as required by law within the annual Financial Report and, in particular, to the issues included in the Management Report as well as the reports by the Board of Statutory Auditors and by the Independent Auditors, PricewaterhouseCoopers S.p.A.; the mentioned documentation, together with the one related to the company Pronto Assistance S.p.A., merged into UnipolSai with legal effects from 1 February 2020, and other documents under Ar. 154-ter, par. 1 of Italian Legislative Decree no. 58/1998 (Consolidated Law on Finance) 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) under *Governance/Shareholders' Meetings/2020/Ordinary and Extraordinary Shareholders' Meeting of 29 April 2020* section.

The Consolidated Financial Statements is also available to the public 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, 2 April 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, 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. 3 OF THE ORDINARY MEETING

Remuneration report pursuant to Art. 123-ter of the Consolidated Law on Finance, which includes the remuneration policies pursuant to IVASS Regulation no. 38/2018. Related and consequent resolutions.

Dear Shareholders,

IVASS Regulation no. 38 of 3 July 2018 (the "IVASS Regulation") stipulates (Art. 41) that the By-Laws of the companies *"require the ordinary Shareholders' Meeting [...] to approve the remuneration policy of the corporate bodies and of the relevant personnel, as identified by the company [...] including the remuneration plans based on financial instruments"*. Art. 8 of the By-Laws of UnipolSai Assicurazioni S.p.A. ("UnipolSai" or the "Company") provide for such competence of the meeting.

In particular, the IVASS Regulation requires insurance companies to adopt remuneration policies that are consistent with sound and prudent management and in line with the strategic objectives, the profitability and the balance of the enterprise in the long term.

In this regard, the Board of Directors of UnipolSai has approved, within its area of competence, the remuneration policies of the Company, drawn up in accordance with IVASS Regulation and in compliance with the principles and guidelines of the remuneration policies of the Unipol Group (the "Group") and of the insurance sector of the Group, as defined by the Board of Directors of Unipol Gruppo S.p.A. ("Unipol" or the "Parent Company"), in its capacity as the last Italian parent company, in accordance with the provisions of Art. 93 of IVASS Regulation, in order to ensure the overall consistency of the remuneration policies and practices within the Group. In this regard, it should be noted that the Group's remuneration policies will be submitted for examination and approval to the Ordinary Shareholders' Meeting of the Parent Company, called on 30 April.

At the same time, Art. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 (the "Consolidated Law on Finance", "TUF") prescribes that companies with listed shares shall publish, at least twenty-one days before the date set for the Ordinary Shareholders' Meeting called for approval of the Financial Statements, a report on the remuneration policy and on the compensation paid, with reference to the members of the administration and control bodies, the General Managers and the Key Managers.

This regulatory framework is also supplemented by the remuneration standards and criteria recommended by the Code of Conduct for listed companies, with which the Company complies.

In consideration of the above, the Board of Directors of UnipolSai approved the Remuneration Report of the Company prepared pursuant to Art. 59 of IVASS Regulation and Art. 123-ter of the TUF (the "Report"), which consists of the following two sections:

- the first section illustrates the remuneration policies adopted with regard to the Company – with special regard to the members of the administration, management and control bodies, the Key Managers (which include the Managers of Key Functions) and the additional relevant personnel – for year 2020, as well as the procedures used for their adoption and implementation;
- the second section provides an adequate representation of each of the items that comprise remuneration and illustrates, individually by name for the members of the administration and control bodies and for the General Manager, and in aggregate form, for the Key Managers of the Company (with include the Managers of Key Functions), the compensation paid by the Company in the reference year (i.e. 2019) for any reason and in any form. Lastly, information is provided about the shareholdings held, by the aforementioned persons, in the listed companies and in their subsidiaries. It is hereby specified that, taking into account the spread of the epidemiological emergency of Covid-19 and the related effects on the national economy, as well as the requests made by IVASS in its communication of 30 March 2020, at the meeting held on 2 April 2020, the Board of Directors of UnipolSai, in line with the Parent Company's resolution and subject to the favourable opinion of its Remuneration Committee, decided to suspend any assessment regarding the payment of the variable remuneration for 2019 for the General Manager and all the Company's executive personnel, postponing any decision to a subsequent meeting of the board, in consideration of any development in the general context.

In particular, pursuant to the aforementioned Art. 123-ter of the TUF, the Shareholders' Meeting will be called to express its binding vote on the first section of the Report and its advisory vote on its second section.

The Risk Management and Compliance and Anti-Money Laundering Functions examined, in accordance with IVASS Regulation, the remuneration policies in question for the 2020 year, with the former confirming the consistency of the objectives, principles and their connection with the risk appetite of the Company, and the latter confirming the compliance with the internal and external reference regulatory framework.

The Audit Function, on the other hand, checked that the remuneration policies for the 2019 year and the related implementation methods matched.

The Board of Directors therefore hereby submits the following resolution proposal referring to the first and the second section of the Report to the Shareholders' Meeting for approval.

Proposal regarding the first section of the Remuneration Report

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

- *in view of Arts. 40, 41 and 59 of IVASS Regulation no. 38 of 3 July 2018 (the "IVASS Regulation") and Art. 8 of the By-Laws;*

- *in view of Arts. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 (the “Consolidated Law on Finance”) and 84-quater of CONSOB Regulation no. 11971 of 14 May 1999 as amended;*
- *having acknowledged the Report of the Board of Directors and the related annexes;*
- *having also acknowledged also that the remuneration policies applicable to the Company for the current year (the “UnipolSai Remuneration Policies”) have been drawn up in accordance with the principles and guidelines of the Unipol Group’s remuneration policies, which will be submitted for approval to the Ordinary Shareholders’ Meeting of the parent company Unipol Gruppo S.p.A. convened on 30 April,*

hereby resolves

to approve the first section of the Remuneration Report drawn up pursuant to Arts. 40, 41 and 59 of IVASS Regulation and Art. 123-ter of the Consolidated Law on Finance, which illustrates the Remuneration Policies of UnipolSai”.

Proposal regarding the second section of the Remuneration Report

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

- *in view of Arts. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 (the “Consolidated Law on Finance”) and 84-quater of CONSOB Regulation no. 11971 of 14 May 1999 as amended;*
- *having acknowledged the Report of the Board of Directors and the related annexes,*

hereby resolves

to approve the second section of the Remuneration Report, drawn up pursuant to Art. 123-ter of Consolidated Law on Finance, which illustrates, individually by name for the members of the administration, management and control bodies and the General Manager and in aggregate form for the Key Managers of UnipolSai, the compensation paid by the Company in the year 2019 for any reason and in any form”.

Bologna, 2 April 2020

The Board of Directors

Annex: Remuneration Report pursuant to Art. 123-ter of the Consolidated Law on Finance, which includes the remuneration policies pursuant to IVASS Regulation no. 38/2018

UNIPOLSAI S.P.A. REMUNERATION POLICIES

REMUNERATION REPORT

prepared pursuant to Articles 41 and 59 of IVASS
Regulation no. 38 of 3 June 2018 and to Art. 123-ter of
the Consolidated Law on Finance (TUF)

Bologna, 2 April 2020

Summary

GLOSSARY	5
INTRODUCTION	9
SECTION ONE.....	10
INTRODUCTION	16
1. Guidelines	17
2. Targets, principles and comparison with previous year	17
2.1. Purpose of the different remuneration components.....	18
2.2. <i>Hedging</i>	19
3. Recipients of the Remuneration Policies	19
3.1. Relevant Personnel.....	19
3.1.1. Key managers	19
4. Remuneration Policy governance and decision-making processes.....	20
4.1. The Shareholders' Meeting	20
4.2. The Board of Directors.....	20
4.3. The Chief Executive Officer and Group CEO of Unipol	20
4.4. Remuneration Committee	21
4.5. The Group General Manager of Unipol.....	22
4.6. The Key Functions	22
4.7. Independent experts.....	22
5. Remuneration Policies of the Corporate Bodies	22
5.1. The remuneration of Directors	22
5.2. The remuneration of the Control body	22
6. Remuneration of the General Manager, Relevant Personnel and Executives	23
6.1. Fixed Remuneration component	23
6.2. <i>Benefits</i>	23
6.3. Variable Remuneration component	24
6.3.1. Breakdown into Executive Brackets.....	24
6.3.2. Variable Incentives System	24
6.3.2.1. Opportunity Bonus.....	26
6.3.2.2. Conditions for access to the UPM System - Short-term Company Performance.....	26
6.3.2.3. Access conditions.....	26
6.3.2.4. <i>Short-Term Bonus (STI)</i>	27
6.3.2.5. Short-term individual targets.....	27
6.3.2.6. Long-Term Bonus (LTI)	29
6.3.2.7. Long-term targets	29
6.3.2.8. The process for the assignment, assessment and measurement of the targets.....	31
6.3.2.9. Disbursement conditions	31
6.3.2.10. Conditions for non-disbursement or reduced disbursement of incentives	32
6.3.2.11. <i>Holding Period</i>	33
6.4. Other components of remuneration.....	33
6.5. Termination of employment indemnity	33
7. Remuneration Policies for non-executive personnel	33
SECTION TWO.....	35
PART ONE	35
BREAKDOWN	36
PART ONE.....	36
Remuneration of Directors	36

Remuneration of the Control body.....	36
Remuneration of the General Manager, Relevant Personnel and Executives.....	37
Fixed remuneration component.....	37
Variable remuneration component.....	37
Implementation of the 2016-2018 incentive system.....	37
Implementation of the 2019-2021 incentive system.....	38
Information documents on Compensation plans based on financial instruments.....	38
Other components of remuneration.....	38
Agreements granting compensation in the case of early termination of employment.....	39
PART TWO.....	40
Compensation paid in 2019.....	40
PART THREE.....	61
Audit of the Key Functions.....	61

GLOSSARY

In addition to any further definitions indicated in other parts of this report, for the same purposes, the terms and expressions shown below with initial capital letters, in all contexts in which they are used and regardless of their singular or plural form, the meanings attributed are as follows:

Supplementary Company Agreements	second-level agreements with company Trade Union Representatives on issues of an economic and/or regulatory nature.
Accrual Year	every calendar year into which the 3-year Accrual Period is divided and in relation to which the attainment of the Individual Performance Level is verified for calculation of the Variable Incentive.
Shares	the set of Unipol Shares and UnipolSai Shares, to be assigned to the Recipients, at the terms and conditions set by the UPM System for payment of the short term (STI) and long term (LTI) incentives.
Unipol Shares	the ordinary shares representing the share capital of Unipol Gruppo S.p.A.
UnipolSai Shares	the ordinary shares representing the share capital of UnipolSai Assicurazioni S.p.A.
Benefit	remuneration paid in kind pursuant to Art. 2099, paragraph 3 of the Italian Civil Code.
STI Bonus or STI	<i>Short Term Incentive</i> : the total short-term variable remuneration referring to the performance results in a given Accrual Year, subject to achieving the targets for the Accrual Year, for which payment is arranged after the end of the Accrual Year.
LTI Bonus or LTI	<i>Long Term Incentive</i> : the total long-term variable remuneration referring to the performance results in the 3-year Accrual Period, subject to achieving the targets for the 3-year Accrual Period, for which payment is arranged after the end of the 3-year Accrual Period.
Actual Bonus or Total Bonus	the total amount actually accrued for the Variable Incentive linked to the UPM System. Depending on the context in which it is mentioned, it can be the sum of STI Bonuses and LTI Bonuses or refer to only one of the two.
Opportunity Bonus	the maximum amount of the Variable Incentive linked to the Incentive System. Depending on the context in which it is mentioned, it can be the sum of maximum STI Bonuses and maximum LTI Bonuses or refer to only one of the two.
Claw-back	a clause that envisages the demand for full or partial reimbursement of the STI Bonus and/or LTI Bonus disbursed to the Recipient, if the conditions defined in the Group and/or Segment or Company Remuneration Policies should arise.
Corporate Governance Code	The Code of Conduct for listed companies adopted by the <i>Committee for Corporate Governance</i> and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria, 2018 update.
Fixed Component or Fixed Remuneration	the part of remuneration of a stable and irrevocable nature, determined and paid on the basis of predefined criteria and not dependent upon Group and/or Company and/or individual performance. Can include the GAR, sundry indemnities paid, conversion to cash of social security components, compensation paid for administrative offices held and/or for membership of Board Committees.
Variable Component or Variable Remuneration	the part of remuneration that is not of a stable and irrevocable nature, the recognition or disbursement of which depends on achieving Group, reference Company and individual performance levels and is calculated and paid in accordance with the conditions envisaged in the Group and/or Segment/Company Remuneration Policies.

Recipient	the person to whom the Remuneration Policy provisions apply and who, unless otherwise stated, participates in a Variable Incentive Plan. The Recipients of the Remuneration Policies are members of the corporate bodies, Relevant Personnel and all Executives of the consolidated Companies.
Deferral	time lapse between the end date of the measurement period of results used to determine accrual of the Variable Incentive and its actual disbursement.
IDD	Directive (EU) 2016/97 of the European Parliament and of the Council of 20 January 2016 (Insurance Distribution Directive).
Key Managers	the persons who, directly or indirectly, have the power and the responsibility for the planning, management and control of companies, according to their respective responsibilities identified in Unipol and the Group insurance companies by the Group General Manager of Unipol, approved by the Chairman and by the Chief Executive Officer and Group CEO of Unipol.
Bracket	the classification method for Executives of the Unipol Group, associated with the importance and complexity of the role and position.
Key Functions and/or Company Control Functions	The Compliance Function, Risk Management Function, Audit Function and, for the insurance companies and the Parent Company, the Actuarial Function.
Insurance Group	Unipol and its subsidiaries, members of the Unipol Insurance Group registered in the parent companies register held by IVASS under number 046 ¹ .
Unipol Group or Group	Unipol and its subsidiaries.
Holding Period	time horizon during which the Shares assigned as Variable Incentive cannot be sold.
Particularly High Amount	In accordance with IVASS Guidance, the overall variable remuneration component that represents a particularly high amount. This component, for not less than 60% is subject to at least 5 years' deferral. The Variable Remuneration paid to the Chief Executive Officer and Group CEO and to the General Manager of Unipol and Executive Bracket Executives represents a "Particularly High Amount of Variable Remuneration", in that it is potentially higher than 100% of fixed remuneration.
Variable Incentive	generically indicates a form of income accrued in proportion to Group, company and individual performance results achieved.
Individual Performance Level	for each Accrual Year, the value between 0% and 100% that expresses the level of attainment of individual targets. The Individual Performance Level is used in calculating the extent of the Variable Incentive.
Malus	a clause that envisages the reduction or zeroing of the Variable Incentive already accrued but not yet disbursed, if the conditions defined in the Group and/or Segment or Company Remuneration Policies should arise.
IVASS Guidance	the IVASS Letter to the Market of 5 July 2018, "IVASS Guidance on application of the principle of proportionality in the system of governance of insurance and reinsurance companies and groups".
Pay mix	the ratio, normally expressed as a percentage, between the various components of the Recipient's remuneration package: fixed remuneration, variable remuneration paid as STI Bonus and variable remuneration paid as LTI Bonus.
Pay-out	the ratio, normally expressed as a percentage, between the Actual Bonus and the Opportunity Bonus.

¹ The parent company Register may be consulted on the IVASS website in the "Registers" section. The parent company and the associated subsidiaries are listed in the Register as (i) insurance and reinsurance undertakings (ii) ancillary services undertakings (iii) insurance holding companies and mixed financial holding companies.

Relevant Personnel	the persons whose activities may have a significant impact on the reference Company's risk profile, identified on the basis of criteria envisaged in Art. 2, paragraph 1.m) of IVASS Regulation no. 38 and the identification process illustrated in the Group Remuneration Policies.
Variable Incentives Plan	the set of rules governing the conditions for benefiting from Variable Incentives.
Group Business Plan	the Unipol Group business plan for the three-year period 2019-2021.
Segment or Company Remuneration Policies	the Remuneration Policies applicable to a Segment or Company of the Group, which supplement the Group Remuneration Policies with the necessary regulatory and/or operating adjustments for their particular segment/company.
Group Remuneration Policies or Group Policies	the Remuneration Policies defined by the Parent Company pursuant to Art. 71, paragraph 2.n), and Art. 93 of IVASS Regulation no. 38, which outline the principles and guidelines to be adopted by the consolidated companies when defining their remuneration policies.
Procedure	procedure defined pursuant to Art. 4 of CONSOB Regulation no. 17221 of 12 March 2010, as amended, on related party transactions.
GAR	the fixed Gross Annual Remuneration, with the exclusion of the Employee Severance Indemnity, or any reserve or payment of the type and/or having pension purposes incurred by the employer, and any Variable Component, be it paid on a one-off basis or in a continuous, reiterated or deferred manner, and with the exclusion of any bonus, travel indemnity or conversion to cash of social security components. Forms the main reference for determining the Variable Incentive: to this end, its total at 31 December in the Accrual Year is considered.
Issuers' Regulation	CONSOB Regulation no. 11971 of 14 May 1999, implementing Italian Legislative Decree no. 58 of 24 February 1998 (Issuers' Regulation), as amended.
IVASS Regulation no. 38	Regulation no. 38 of 3 July 2018 issued by IVASS (the Italian Insurance Regulator), with particular reference to Part Two, Chapter VII ("Remuneration and Incentive Policies") and Part Three, Chapter VII ("Group Remuneration Policies").
Remuneration Report or Report	This Report on remuneration policies and the remuneration paid, prepared by listed companies in accordance with Art. 123-ter of the TUF.
UPM System	variable incentive system adopted for Executive personnel of all the consolidated companies.
Consolidated companies	the Group Companies that adopt the Group Remuneration Policies and the Segment or Company Remuneration Policies.
Secondment Provider	the Group Company to which the Recipient was hired and from which he/she is seconded, fully or partially, also in the interests of the company, to one or more Group companies to which his/her professional services will be provided.
Secondment Beneficiary	the Group company to which the Recipient is seconded, fully or partially, also in the interests of the Secondment Provider.
Reference Company	the company to which the Recipient provides all or most of his/her professional services.
Solvency II	Regulatory system referring to Directive 2009/138/EC on the access and performance of insurance and reinsurance activities (Solvency II Directive).
Employee severance indemnity (TFR)	The Employee Severance Indemnity.
3-Year Accrual Period	the period of observation and measurement of results used to determine the LTI Bonus. Coincides with the three-year Group Business Plan (2019-2020-2021).
Additional Relevant Personnel	personnel categories other than the General Manager, the Key Managers and managers, and also personnel of the Key Functions of a higher level and the other personnel categories, whose professional activities may significantly impact the reference company's risk profile.

Unipol or Parent Company	Unipol Gruppo S.p.A.
UnipolSai	UnipolSai Assicurazioni S.p.A.
Gross Consolidated Profit	Gross Profit indicated in the consolidated financial statements of the Parent Company Unipol.
Welcome Bonus	one-off cash compensation, not linked to attaining performance levels, agreed on joining the company and limited to the first year of employment. This cannot be recognised more than once to the same person.

INTRODUCTION

This document, approved by the Board of Directors of UnipolSai (or the “Company”) on 2 April 2020, contains the Remuneration Report - prepared pursuant to Art. 123-ter of Italian legislative Decree no. 58 of 24 February 1998, i.e. the Consolidated Law on Finance (the “TUF”) and in accordance with the models contained in Annex 3A, Schedules 7-bis and 7-ter of the Issuers’ Regulation and Art. 59 of IVASS Regulation no. 38 - with a view to illustrating to the Shareholders’ Meeting convened to approve the financial statements at 31 December 2019 the policies adopted by UnipolSai, in line with Group Remuneration Policies, with regard to the remuneration of members of the administration and control bodies (the “Corporate Bodies”), the General Manager, Additional Relevant Personnel and other Key Managers of the Company for 2020 (the “Remuneration Policies” or “Policies”).

The UnipolSai Remuneration Policies are also compliant with the recommendations on remuneration set forth in the Corporate Governance Code, in the last edition of July 2018, adopted by UnipolSai.

This Report has two sections:

- **Section One: 2020 Remuneration Policies**

Section One illustrates the Remuneration Policies adopted by UnipolSai - with particular reference to members of the administration, management and control bodies, including the General Manager, Key Managers (including Key Function Managers) and Additional Relevant Personnel - for the year 2020, as well as the procedures used for their adoption and implementation;

- **Section Two: Implementation of the 2019 Remuneration Policies**

Section Two provides reports on the application of existing UnipolSai remuneration policies in 2019, providing an adequate representation of each of the items that comprise remuneration and illustrating, individually by name for the members of the administration and control Bodies and for the General Manager, and in aggregate form for the Key Managers of the Company (including the Key Function Managers), the compensation paid by the Company in 2019 for any reason and in any form. Lastly, information is provided about the shareholdings held by the aforementioned persons in UnipolSai and its subsidiaries.

The Shareholders’ Meeting approves the Remuneration Policies. The result of voting is made available to the public pursuant to Art. 125-quater, paragraph 2, of the TUF.

As envisaged by CONSOB Regulation no. 17221 of 12 March 2010 regarding related party transactions, as later amended and assimilated in the “Procedure for the performance of transactions with related parties” (the “Procedure”), adopted by UnipolSai and available on the website www.unipolsai.com, in the Governance/Related Party Transactions Section, the approval of the Remuneration Policies by the Shareholders’ Meeting exonerates UnipolSai from application of the Procedure in resolutions of the Board of Directors regarding the remuneration of Directors and Key Managers, in accordance with the further conditions set forth in Art. 13, paragraph 3, lett. b) of the cited Regulation.









This Report is made available to the public at the registered office of UnipolSai, Via Stalingrado 45, Bologna, as well as on the UnipolSai website www.unipolsai.com, in the Governance/Shareholders’ Meetings/Ordinary and Extraordinary Shareholders’ Meetings section, in accordance with the regulatory provisions in force.

Pursuant to Art. 123-ter, paragraph 5, of the TUF, the disclosure documents relating to compensation plans based on financial instruments, prepared pursuant to Art. 114-bis of the TUF, are available on the UnipolSai website www.unipolsai.com, in the Governance/Shareholders’ Meetings Section.

SECTION ONE

2020 REMUNERATION POLICIES

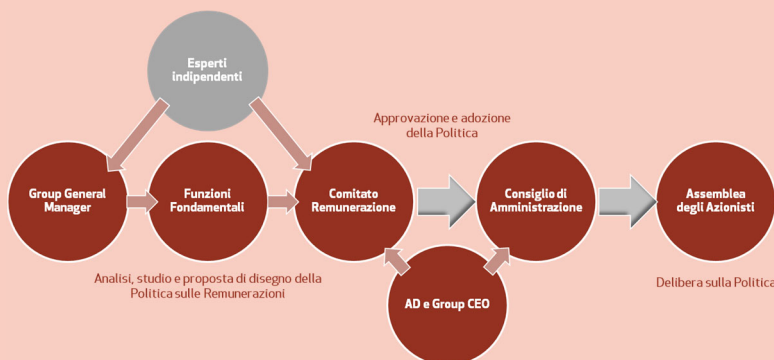
EXECUTIVE SUMMARY: the UnipolSai approach to Remuneration Policies

 <p>Values and mission</p>	<h3>Our Guiding Values</h3> <ul style="list-style-type: none"> • Accessibility • Far-sightedness • Respect • Solidarity • Responsibility 	<p>The Guiding Values, expressed in the Charter of Values, are broken down in the Code of Ethics into principles of conduct towards the various stakeholders.</p> <p>These principles, styles of conduct and objectives of the corporate culture are also outlined in the Group Remuneration Policies, which are based not only on quantitative aspects, but also on qualitative aspects.</p> <p>The Group pursues business management that is efficient, profitable and sustainable over time, based on the contribution and empowerment of our people. This statement provides important guidance regarding not only the general formulation of Remuneration Policies, which seek to pursue a long-term sustainable approach, but also highlights its vocation to be an important tool for professional development.</p>	 <p>Guidelines page 17</p>
 <p>Targets and principles</p>	<p>To guarantee fair remuneration, adequate to the role, responsibilities, degree of professionalism and individual skillset, in compliance with legal, regulatory and statutory provisions and with any codes of ethics, and consistent with sustainable performance requirements.</p>	<p>All stakeholders of the Unipol Group, particularly Shareholders and Investors, Employees, Agents and Professionals, Future Generations, who enjoy the benefits of a remuneration policy that seeks to attract, reward and empower the best professional competences in a fair, adequate and ongoing manner, in a framework that includes, inter alia, the following aspects:</p> <ul style="list-style-type: none"> • sound, prudent and controlled risk management; • internal fairness; • meritocracy; • dialogue with the reference markets. 	 <p>Targets, principles page 17</p>
 <p>Regulatory compliance</p>	<p>The Remuneration Policies are drafted in compliance with the provisions of Italian and EU regulations for the sector, with regulatory provisions concerning issuers and with the Corporate Governance Code.</p>	<p>In particular, for the Parent Company:</p> <ul style="list-style-type: none"> • Corporate Governance Code, particularly Art. 6 • Art. 93, IVASS Regulation no. 38 of 3 July 2018 <p>The Segment or Company Policies, in line with Group Policies, supplement the principles and guidelines by including necessary adjustments, also of a regulatory nature.</p>	 <p>page 11</p>
 <p>Link between results and remuneration</p>	<p>The incentive systems are based on variable remuneration components linked to reaching short and medium/long-term targets defined beforehand, of which a portion is significantly deferred, and observe rigorous balancing between the monetary component and the share-based component, whether short or long-term.</p> <p>The reference model on which the remuneration system architectures are designed is based on correlation among the following elements:</p> <ul style="list-style-type: none"> • Unipol Group results; • Reference Company results; • results of the operating area for which the Recipient is responsible; • individual performance levels. 	<p>It is guaranteed through:</p> <ul style="list-style-type: none"> • an adequate balance between the Fixed and Variable Components of remuneration and the connection between the latter and pre-determined and measurable efficiency criteria; • an adequate balance between disbursement of the variable remuneration in cash and in the form of financial instruments; • a correct balance between short-and long-term efficiency criteria through payment of the Variable Component in instalments; • the inclusion of Malus and Claw-back clauses that envisage up to full reimbursement of this component if certain prerequisites are met, as well as clauses that envisage inescapable measures for Relevant Personnel; • the ex ante establishment of limits for the Variable Component; • the Deferral of a significant portion of the variable remuneration; • the establishment of a holding period in reference to portions disbursed in the form of financial instruments; • a different impact on the risk profiles of the Group, depending on the position held and the responsibilities assigned. 	 <p>Purpose of the different remuneration components page 18</p>

The Governance process

For the Parent Company, the main bodies and persons involved are:

- The Board of Directors
- Ordinary Shareholders' Meeting
- Remuneration Committee
- The Chief Executive Officer and Group CEO
- The Group General Manager of Unipol
- The Key Functions



Remuneration Policy governance and decision-making processes
page 20

Elements of the remuneration package for Recipients

The elements that make up the remuneration package of the Recipients of the Remuneration Policies, in line with Group Remuneration Policies, are summarised in the chart.

	ELEMENTI DEL PACCHETTO RETRIBUTIVO			
	COMPONENTE FISSA**	VARIABILE		Benefit
Destinatari		STI	LTI	
Amministratori non esecutivi	●			●
Amministratori Esecutivi	●			●
DG, DRS, PR e Personale Dirigente*	●	●	●	●

Note
 *DG: General Manager - DRS: Dirigenti con Responsabilità Strategiche - PR: Personale rilevante
 ** da intendersi come Emolumento e/o Retribuzione Annuale lorda

Remuneration Policies of the Corporate Bodies
page 22

Remuneration of the General Manager, Relevant Personnel and Executives
page 23

Fixed Remuneration component

The **Fixed Remuneration** component provides compensation for the **skills, capabilities, role** and, in particular, the **responsibilities** relating to the role. Reasons relating to internal fairness, competitiveness, attractiveness, meritocracy or the assignment of greater responsibility can determine the recognition of additions to fixed income.

The Fixed Remuneration component is determined, in addition to that envisaged by the applicable National Collective Labour Agreements, also by the following fundamental parameters:

- **importance** of the assigned position;
- **complexity** of the role covered;
- **significance** of the responsibilities attributed;
- **qualitative weight** of the skills possessed and acquired;
- alignment with sector-related and comparable market benchmarks.



Variable Remuneration component

Governed by the Unipol Performance Management Incentive System (the UPM System), operating in favour of all Executive personnel.

The short-term component (STI) is paid in full in the year after the accrual year (50% in cash and 50% in the form of financial instruments). The long-term component (LTI) is paid in three pro rata tranches from 2023 (stricter rules apply for personnel whose variable remuneration is particularly high).

The Variable Remuneration component rewards results achieved in the short and medium/long-term, expressed not only in the form of economic revenue, but also in the form of attention to risks and qualitative performance. The UPM System envisages an Opportunity Bonus, broken down by Bracket: all Executives of the Unipol Group Companies are divided into 4 Brackets related to the weight of the organisational position, and to the importance and complexity of the role and position. The Opportunity Bonus comprises an STI Bonus, disbursement of which is linked to achieving an annual performance level, and an LTI Bonus, disbursement of which is based on assessment of performance over three years (2019-2021).

The opportunity bonuses are illustrated below:

Recipients	Opportunity Bonus				
	max % vs. GAR	of which: (max % vs. RAL)		% weight compared to the Total Bonus	
		STI	LTI	STI	LTI
Managers - Executive bracket (including the General Manager)	125%	50%	75%	40%	60%
Managers - Bracket 1	100%	50%	50%	50%	50%
Managers - Bracket 2	70%	35%	35%	50%	50%
Managers - Bracket 3	40%	20%	20%	50%	50%



Variable Incentives System

page 24



Conditions for access to the UPM System and KPIs

- Two Group gates
- Two UnipolSai gates
- **STI:** 4 Individual Targets, 60% threshold as the sum of individual targets to be achieved
- **LTI:** 4 Targets with different gate-opening thresholds
- **The Consolidated Gross Profit of Unipol as per the budget approved for the accrual year:**
 - for the General Manager, other Key Managers and Relevant Personnel, attainment of at least **90%** of the target;
 - for the other Recipients, attainment of at least **80%** of the target.
- a consolidated coverage ratio (financial stability) of Unipol, calculated using Solvency II metrics, equal to the target set for the Accrual Year by the pertinent decision-making bodies, is a condition for full determination of the Actual Bonus, whilst a value of between 100% and 80% of the target - provided the result is not less than 1.0 - reduces the Actual Bonus by 25%. The Actual Bonus drops to zero if said value is lower;



- **The IAS Individual Gross Profit of UnipolSai as per the budget approved for the accrual year:**
 - for the General Manager, other Key Managers and Relevant Personnel, attainment of at least **90%** of the target;
 - for the other Recipients, attainment of at least **80%** of the target.

Access to the System of the Executives who operate in the Key Functions is not tied to the attainment of the Consolidated Gross Profit condition.

The STI Bonus is linked to the achievement of four Individual Targets assigned to the Recipient each year, with weights applied as follows:

- First individual quantitative target (weight: 30%)
- Second individual quantitative target (weight: 30%)
- Individual qualitative target (weight: 20%)
- Management skills development target (weight: 20%).

The minimum individual performance threshold to be achieved for disbursement of the bonus is 60%. The Individual Performance Level is proportionately linked to disbursement of the STI Bonus, as a percentage of its maximum value:



Conditions for access to the UPM System - Short-term Company Performance

page 26

Access conditions page 26

Short-Term Bonus (STI)

Short-Term Bonus (STI) page 27

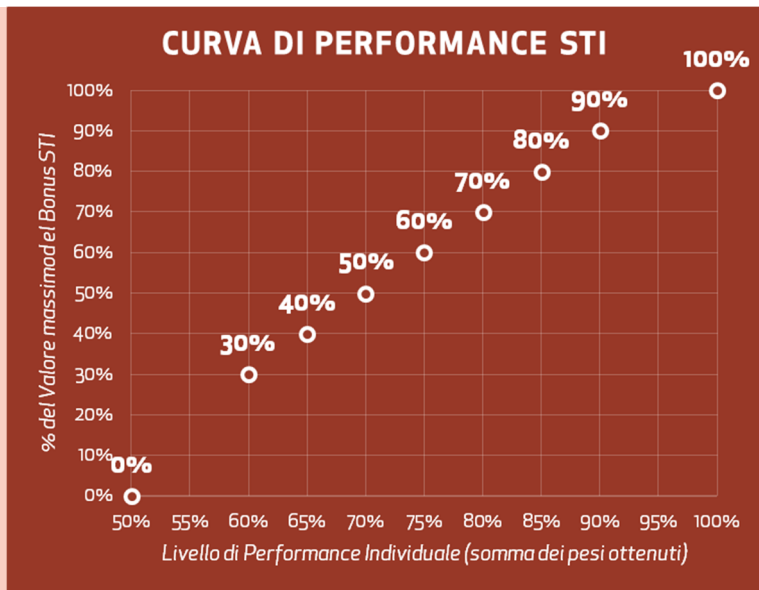
Long-Term Bonus (LTI)

Long-Term Bonus (LTI) page 29

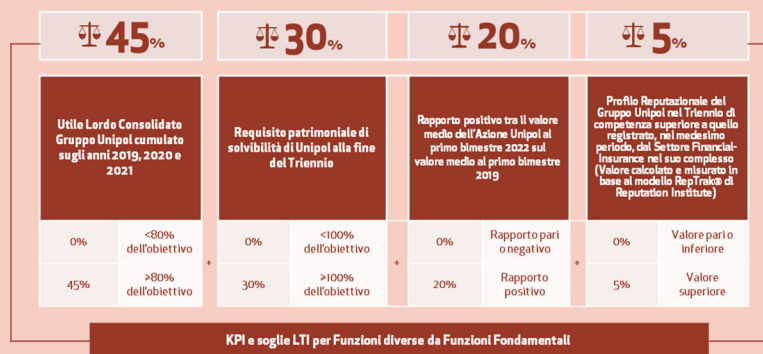
Short-term individual targets

Short-term individual targets page 27

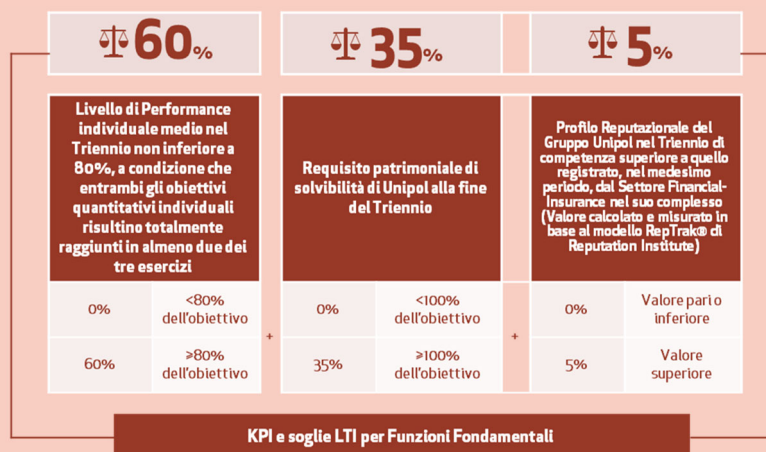
Long-term targets page 29



The extent of the LTI Bonus for Recipients not operating in the Key Functions is based on individual or joint achievement of the following weighted indicators:



The extent of the LTI Bonus for Recipients operating in the Key Functions is determined on the basis of individual or joint achievement of the following weighted indicators:





In
brief

1 SISTEMA UPM
2019-2021:
BILANCIAMENTO CASH ED
EQUITY

- Il Sistema UPM per il 2019-2021 prevede che le quote STI e le quote LTI siano erogate per il 50% cash e per il 50% equity;
- La componente LTI è erogata a fronte di un piano chiuso 2019-2021;
- Restano invariati la struttura e i KPI del Sistema UPM.

2 DEFINIZIONE
«IPE»
(Importo Particolarmente Elevato
della retribuzione variabile)

- È stato identificato, come da *requirement*, l'importo particolarmente elevato della componente variabile, per l'applicazione dei criteri di maggior rigore in tema di differimento (60% del bonus, 5 anni);
- La componente è identificata in termini di incidenza percentuale rispetto al compenso fisso; ad oggi rientrano in questa casistica i Dirigenti di Fascia Executive, nonché il General Manager.

3 DIFFERIMENTO
DELLA
COMPONENTE LTI

- La componente LTI è soggetta a tre anni di differimento rispetto al termine del periodo di osservazione della *performance*. Il piano 2019-2021 verrà pertanto erogato in tre tranches pro-quota, a partire dal 2023. Per i destinatari IPE, sarà soggetta a ulteriore differimento temporale e il piano 2019-2021 verrà erogato in cinque tranches pro-quota, a partire dal gennaio 2023.

4 FASCE
DI
DIRIGENTI

- In base al peso della posizione, tutti i Dirigenti del Gruppo sono suddivisi in 4 Fasce.

5 CLAUSOLE
SPECIFICHE PER LA
COMPONENTE VARIABILE

- È fissato in tre anni l'orizzonte temporale entro cui esercitare il *Claw-back*;
- È fissato un *Holding Period* di dodici mesi sui pagamenti in *equity*;
- Come da *requirement*, è operativa una clausola di *Hedging* sulla remunerazione variabile.

INTRODUCTION

Through a remuneration policy which is structured and based on clear, sustainable principles consistent with legislative and regulatory provisions, UnipolSai intends to support and enhance the best skills, building pay packages that can adequately reward the most capable and experienced resources.

The consistency with medium and long-term business strategies of UnipolSai and the Group, continuous focus on the quality and competitiveness of the service to customers and the constant alignment with the interests of the key Shareholders are the underlying inspiration for the Remuneration Policies, rendering them a sound means of support for business development.

This document, approved at the meeting of 2 April 2020 by the UnipolSai Board of Directors, subject to opinion from the Remuneration Committee, outlines the principles, guidelines and characteristics of the UnipolSai Remuneration Policies for 2020, in compliance with the provisions of Art. 40 of IVASS Regulation no. 38.

Again on 2 April 2020, pursuant to Art. 93 of the IVASS Regulation and as ultimate Italian parent company in accordance with Art. 210 of the Private Insurance Code, the Unipol Board of Directors approved, inter alia, the Group Remuneration Policies, containing the principles and guidelines for remuneration policies applying to the Unipol Group, which pursuant to IVASS Regulation no. 38 will be submitted for approval of the Parent Company's Shareholders' Meeting called for 30 April. The Group companies, including UnipolSai, define their own remuneration policies in line with Group Policies and with Parent Company instructions, through the adoption of specific Segment or Company Remuneration Policies which supplement the aforementioned principles and guidelines, also including necessary adjustments of a regulatory and/or operational nature typical of the respective business sectors.

Specifically, the UnipolSai Board of Directors meeting of 2 April 2020, as a company in the Unipol Insurance Group, approved its Remuneration Policies and, to the extent of its responsibilities, adopted the Remuneration Policies defined for the Insurance Segment of the Unipol Group and, again to the extent of its responsibilities, the Group Policies.

In addition to being consistent with developments in the relevant legislation, the Remuneration Policies are in line, inter alia, with relevant regulatory developments² and, as previously mentioned, comply with the principles and criteria of Art. 6 of the Corporate Governance Code adopted by UnipolSai, are in continuity and consistent with previous years, confirming the aim of guaranteeing the company's results, including medium/long-term ones, in accordance with the expectations of the stakeholders and adopting a prudent approach to risk management and the sustainability of costs, within a competitive market aligned with international standards.

The Remuneration Policies further confirm the principle by which the incentive systems are based on variable remuneration components linked to reaching short and medium/long-term targets defined beforehand, of which a portion is significantly deferred, and observe rigorous balancing between the monetary component and the share-based component, whether short or long-term. In fact, UnipolSai and the Unipol Group are convinced that this aspect is also able to encourage, as an indirect but no less important result, the promulgation of a professional culture directed towards creating sustainable value over time and direct participation in the results, therefore creating joint responsibility for and real involvement in business objectives.

² In particular the following legal and regulatory provisions: (i) Art. 114-bis and Art. 123-ter, Italian Legislative Decree no. 58 of 24 February 1998, with related implementing rules which respectively govern the compensation plans based on financial instruments and the Remuneration Report; (ii) Art. 84-bis and Art. 84-quater of the Issuers' Regulation, adopted by Consob Resolution no. 11971 of 14 May 1999 and related reference annexes, which respectively govern information on the assignment of financial instruments and the Remuneration Report. Art. 7 of IVASS Regulation no. 44/2019 should also be remembered, in accordance with which Unipol issued instruments to promote and disseminate an internal control culture to monitor money laundering risk and avoid corporate policies and remuneration practices that conflict with the purpose of preventing such risk.

Lastly, note the remuneration principles referred to in the IDD, which prescribe - with particular reference to parties involved in the governance and control process for insurance products, financial management of assets and resources underlying the insurance and welfare products and direct insurance distribution activities - an incentive system that does not prejudice the obligation of always behaving with honesty, impartiality and professionalism in the best interest of customers, in line with the "Policy on managing conflict of interest - Insurance Segment" of the Unipol Group.

1. Guidelines

In continuity with last year, the UnipolSai Remuneration Policies are based on key elements common to all the Group companies:

- the Mission of the Unipol Group, illustrated in the Charter of Values, which states, inter alia, that “The Group pursues business management that is efficient, profitable and sustainable over time, based on the contribution and empowerment of our people”. This statement provides important guidance regarding not only the general formulation of Remuneration Policies, which seek to pursue a long-term sustainable approach, but also highlight its vocation to be an important tool for professional development;
- the Values of the Unipol Group, which include Farsightedness, Respect and Responsibility, give the Remuneration Policies a perspective that is also based on qualitative and not only quantitative aspects;
- the focus on the interests of all stakeholders of the Unipol Group, particularly Shareholders and Investors, Employees, Agents and Professionals, Future Generations, who enjoy the benefits of a remuneration policy that seeks to attract, reward and empower the best professional competences in a fair, adequate and ongoing manner;
- the business strategies of the Unipol Group, based on Sustainability, and as such encouraged in the Group’s Business Plan, which guides Remuneration Policies from a time horizon and operational perspective, projecting the effects and the benefits towards sustainable milestones;
- the Unipol Group’s Corporate Governance system which, by virtue of a corporate and organisational model that pursues prompt and constant compliance with rules and regulations, respect of the correct distribution of powers between governance bodies and corporate structures, and the observance, the adequacy and the control of the risk management system, facilitates not only the full legal compliance of the Remuneration Policies, but also guarantees the development of an adequate internal training process and its coherence with wider management policies.

2. Targets, principles and comparison with previous year

Again in continuity with previous years, the primary objective of the Remuneration Policies is confirmed as that of guaranteeing fair remuneration, adequate to the role, responsibilities, degree of professionalism and individual skillset, in compliance with legal, regulatory and statutory provisions and with any codes of ethics that promote the adoption of compliant conduct, and consistent with sustainable performance requirements.

The remuneration does not prejudice the company’s capacity to maintain basic capital adequacy and remuneration agreements with service providers do not encourage excessive undertaking of risks, in consideration of the business risk management strategy.

The consequences of any violation of regulations or codes of ethics are made known to personnel through appropriate internal communication channels.

The following principles are essential parameters for the determination of remuneration:

- a sound and prudent risk management policy, in line with strategic objectives, profitability and balance of Unipol and the Group in the long term, in line with the different specific features of the business segments, avoiding Remuneration Policies based exclusively or mainly on short-term results, which could lead to excessive exposure to risk or to the undertaking of risks that exceed the risk tolerance thresholds set by the Board of Directors;
- internal fairness, so that the fixed and variable remuneration components are consistent with (i) the position held and the connected responsibilities, with the role assigned, experience, skillset, capacities demonstrated and actual performance, and (ii) the nature, extent and complexity of risks inherent to the business activities;
- **meritocracy**, so that the results achieved and the conduct enacted to achieve them are rewarded;
- **dialogue with the reference markets**, in order to create **competitive** pay packages, with a view to the trends, the directions and best practices, in order to sustain sound, lawful and effective competitiveness;
- the level of risk monitoring, differentiated according to Unipol and on the basis of the business line to which it refers, for the purpose of basing Remuneration Policies on sound and prudent risk management.

As illustrated in the Introduction, UnipolSai, as a Company belonging to the Unipol Insurance Group, adopts Remuneration Policies that are consistent with the Group Remuneration Policies and with guidelines provided by Unipol regarding remuneration.

The Unipol Group Remuneration Policies were prepared in continuity with the previous year’s policies and confirm their structure and contents. In particular, the 2020 Group Policies envisage:

- maintaining the threshold for achievement of the gross profit resulting from the Parent Company's consolidated financial statements, as regards the short-term component, established at 90% for Relevant Personnel and 80% for remaining personnel eligible as recipients of the Remuneration Policies. As regards the long-term component, at 80% for all personnel;
- maintaining the threshold for achievement of the IAS Individual Gross Profit for UnipolSai, established as 90% for Relevant Personnel and 80% for remaining personnel, respectively;
- maintaining the average reputation performance target achieved by the Unipol Group in the 3-year Accrual Period, which is used in the pro rata calculation of payment of the long-term incentive;
- payment, also for short-term variable incentives, of a percentage in cash and a percentage in the form of financial instruments (Unipol Shares and UnipolSai Shares);
- maintaining the holding period for financial instruments assigned as variable incentive for a period of one year;
- establishing a deferral period of three years, starting from the end of the measurement period for short-term results, prior to the payment of any long-term incentive accrued.

2.1. Purpose of the different remuneration components

The Fixed Remuneration component provides compensation for the skills, capabilities, role and, in particular, the responsibilities relating to the role. It envisages a fixed economic base, envisaged by sector-related Collective Labour Agreements, Supplementary Company Agreements and any other bilateral agreements, as well as specific internal regulations, and is determined by the employment category. Reasons relating to internal fairness, competitiveness, attractiveness, meritocracy or the assignment of greater responsibility can determine the recognition of additions to fixed income, consolidating these over time.

The Variable Remuneration component is based on two main objectives:

- rewarding **results** achieved in the short and medium/long-term, expressed not only in the form of economic revenue, but also in the form of attention to risks and qualitative performance;
- developing **professional skills** while enacting an effective *retention* policy.

The incentive systems are based on variable remuneration components linked to reaching short and medium/long-term targets defined beforehand, of which a portion is significantly deferred, and observe rigorous balancing between the monetary component and the share-based component, whether short or long-term.

The following principles, identified as incentives for Recipients, are therefore specific parameters in reference to the Remuneration Policies where Variable Components are included:

- an adequate balance between the Fixed Remuneration and Variable Remuneration components and the connection between the latter and pre-determined and measurable efficiency criteria, to strengthen the correlation between results and remuneration;
- with regard to the variable remuneration component, envisaging an adequate balance between disbursement in cash and in the form of financial instruments;
- long-term sustainability through a correct balance between short -and long-term efficiency criteria, on which remuneration is dependent, through the payment of the variable component in instalments. This sustainability is also strengthened by envisaging Malus and Claw-back clauses that envisage the reduction or zeroing of this component in the presence of certain prerequisites, or reimbursement of this component if certain prerequisites are met;
- the ex ante establishment of limits for the Variable Component;
- the deferral of a significant portion of the variable remuneration for a period not less than that required by regulations applying to UnipolSai, differentiating the duration of the deferral based on the impact of the Variable Remuneration;
- the establishment of a one-year holding period in reference to portions disbursed in the form of financial instruments;
- the banned use of hedging strategies or specific insurance against the risk of downward correction of the remuneration that could alter or impact the effects associated with payment of the bonuses in instalments and disbursed in the form of financial instruments;³

³For example, stipulating with third parties option contracts or other forward derivatives with underlying financial instruments subject to incentives.

- a different impact on the risk profiles of UnipolSai, depending on the position held and the responsibilities assigned.

The reference model on which the remuneration system architectures are designed is based on correlation among the following elements:

- results of the Unipol Group (including results in terms of the adequacy of risks undertaken compared to predefined targets);
- results of UnipolSai, where the Recipient provides his/her professional services;
- results of the operating area for which the Recipient is responsible;
- individual performance levels.

2.2. Hedging

Pursuant to Art. 275, paragraph 2 (g), Delegated Regulation (EU) 35/2015, Relevant Personnel, and Recipients in general, are prohibited from using personal hedging strategies or insurance cover in relation to remuneration and to liabilities that could jeopardise the effects of alignment with the risk embedded in their contracts as regards remuneration.

3. Recipients of the Remuneration Policies

The Remuneration Policies apply to members of the corporate bodies, the General Manager, Key Managers, including the Heads of Key Functions, and to all top-level personnel in the Key Functions, Additional Relevant Personnel identified in accordance with the criteria and principles of Art. 2, letter m) of the IVASS Regulation, and to all Executive personnel of the Company.

3.1. Relevant Personnel

Relevant Personnel are identified on the basis of the criteria and principles of Art. 2, letter m) of IVASS Regulation no. 38.

Relevant Personnel, in addition to the General Manager, the Key Managers, including the Heads of Key Functions, top-level personnel of the Key Functions, are other personnel categories whose activities can have a significant impact on the company's risk profile, identified as illustrated below.

The following were identified as Additional Relevant Personnel:

- the organisational roles placed at the top of each business area, in accordance with the map of the main risk categories to which UnipolSai is exposed;
- the organisational roles that have been assigned the greatest powers, in accordance with the system of delegation adopted by UnipolSai;
- any person for whom the weight of the organisational position places them in a higher bracket. The weight of organisational positions is measured using a methodology certified by leading specialist companies and recognised at international level, as well as in accordance with the metrics adopted for the pay surveys, and entails attributing an indicator to identify positions that are similar to each other, grouped into brackets;
- persons responsible for essential or important activities.

3.1.1. Key managers

Note that the Relevant Personnel identified for the purpose of IVASS Regulation no. 38 includes all Key Managers, as identified by the Chairman and by the Chief Executive Officer and Group CEO of Unipol, at the proposal of the Group General Manager of the Parent Company, which at the date of adoption of these Remuneration Policies are for UnipolSai, in addition to the General Manager:

- the Insurance Business Co-General Manager;
- the Administration, Controlling and Operations CO-General Manager;
- the Business Development and Corporate Communication CO-General Manager;
- the Governance, Legal Affairs and Human Resources CO-General Manager;

- the Chief Investment Officer;
- the Chief Strategic Planning and Organisation Officer;
- the Chief Risk Officer;
- the IT Services Director;
- the Head of Management Control;
- the Welfare and Life Insurance Director;
- the Commercial Director;
- the Life Insurance and Integrated Welfare Solutions Director;
- the Technical Non-Life and Claims Director;
- the Claims Director;
- the Head of Reinsurance;
- the Head of the Audit Function;
- the Head of the Compliance and Anti-Money Laundering Function;
- the Head of the Actuarial Function.

4. Remuneration Policy governance and decision-making processes

The governance process adopted by the Unipol Group and by UnipolSai assigns roles, duties and responsibilities in the approval procedure for the Remuneration Policies, also in compliance with applicable legal and regulatory provisions.

The main bodies and persons involved in this process are indicated below.

4.1. The Shareholders' Meeting

The Ordinary Shareholders' Meeting of UnipolSai, in addition to establishing the annual compensation for members of the bodies appointed by the same, approves the Remuneration Policies for members of the Corporate Bodies, General Manager, Key Managers and Additional Relevant Personnel, including compensation plans based on financial instruments.

4.2. The Board of Directors

The Board of Directors of UnipolSai establishes and periodically reviews Remuneration Policies, at the proposal of the Remuneration Committee and in accordance with Group Remuneration Policies, with a view to their approval by the Ordinary Shareholders' Meeting, and is responsible for their correct application; in addition, on the basis of the proposals made by the Remuneration Committee, it establishes the remuneration of Executive Directors and of other Directors who hold specific positions, in accordance with Parent Company guidelines.

In line with guidelines issued by the Parent Company, the Board of Directors can recognise an indemnity for office to the General Manager, which can be considered useful to determining the variable remuneration component.

In compliance with the provisions of applicable regulations, the Board of Directors also provides to the Shareholders' Meeting: (i) information on the Remuneration Policies for the purpose of their approval and (ii) on an annual basis, suitable reporting on their application.

4.3. The Chief Executive Officer and Group CEO of Unipol

The Chief Executive Officer and Group CEO of Unipol, in agreement with the Chairman of Unipol:

- expresses to the Remuneration Committee indications for the formulation of proposals to be submitted to the Board of Directors concerning general remuneration policies for the Key Managers of UnipolSai and Relevant Personnel (including the Heads of Key Functions);

- formulates to the Company's Board of Directors, in accordance with the guidelines identified in the general policies approved by the latter, proposals regarding the remuneration of the General Manager of UnipolSai, as well as determination of the related financial package, setting the performance targets related to the variable component of such remuneration in line with Group Remuneration Policies;
- defines the remuneration of Key Managers of UnipolSai (including the Heads of Key Functions), setting the performance targets related to the variable component, in accordance with Group Remuneration Policies and the guidelines identified by the Board of Directors in the general policies and without prejudice to the responsibilities of the Control and Risk Committee with reference to the Heads of the Key Functions.

4.4. Remuneration Committee

The UnipolSai Remuneration Committee supports the Board of Directors by exercising advisory functions and making proposals on the following matters:

- (i) performs consulting and advisory functions for the definition of remuneration policies in favour of the corporate bodies and Relevant Personnel, including compensation plans based on financial instruments;
- (ii) formulates proposals to the Board of Directors as regards the remuneration of the key Directors and the General Manager, taking into consideration the directions set forth by the Parent Company, and sets performance targets related to the variable component of such remuneration, thus monitoring the application of the decisions adopted by the Board of Directors and verifying, in particular, the actual fulfilment of such performance targets;
- (iii) periodically audits the Remuneration Policies in order to guarantee the overall consistency and correct application by the Company of the Policies for the general remuneration policies for Directors, the General Manager and other Key Managers (including the Heads of the Key Functions) of UnipolSai, availing itself, in this last regard, of the information provided by the Chief Executive Officer-Group CEO and the General Manager of Unipol and submitting proposals to the Board of Directors on these matters;
- (iv) identifies potential conflicts of interest and the measures adopted to manage them;
- (v) provides adequate disclosure to the Board of Directors on the effective functioning of the Remuneration Policies.
- (vi) checks the fulfilment of conditions for the payment of incentives to Relevant Personnel;
- (vii) formulates opinions to the Board of Directors regarding the remuneration of the members of the Supervisory Body of the Company pursuant to Italian Legislative Decree no. 231/2001.

*** **

All the members of the Committee have adequate knowledge and expertise in financial matters and/or remuneration policies, as assessed by the Board of Directors at the time of their appointment.

The Remuneration Committee in office on the date of publication of this Report was comprised of three Non-Executive Directors, appointed by the Board of Directors at the meeting held on 17 April 2019, all meeting the independence requirements laid out by the Corporate Governance Code and pursuant to Art. 16 of the Markets Regulation adopted by Consob with Resolution no. 20249 of 28 December 2017, formerly Art. 37 of the Markets Regulation adopted by Consob Resolution no. 16191 of 29 October 2007.

In 2020, at the date of publication of this Report, the Remuneration Committee had met on 31 March in order to:

- agree, in view of the Unipol Board of Directors meeting of 2 April 2020, on reasons for postponing all decisions regarding recognition, to the General Manager and all Executive personnel of the Company, of the variable remuneration component for 2019 (see Part Two of this Report for further details);
- formulate proposals in relation to the Company's Remuneration Policies for 2020 and examine this Report.

Further information on the work performed and the main issues handled by the Remuneration Committee in 2019 is contained in the Annual Report on corporate governance and ownership structures for 2019, which can be found in the Governance/Shareholders' Meetings section of the UnipolSai website, www.unipolsai.com.

4.5. The Group General Manager of Unipol

The General Manager of Unipol is responsible for establishing and overseeing the process of drawing up proposals relating to the Remuneration Policies, and sees to their implementation, involving the other functions where necessary and/or appropriate.

4.6. The Key Functions

To the extent of their responsibilities, the Key Functions are involved in the ex ante phase of defining the Remuneration Policies and the ex post phase of verifying their correct application.

In particular:

- the Risk Management Function helps to ensure that the Remuneration Policies are in line with the risk appetite, also by defining suitable risk indicators and verifying their correct use;
- the Compliance and Anti-Money Laundering Function performs compliance checks to confirm compliance with self-governance regulations, as well as with regulations in force, so as to prevent and contain legal and reputational risks and, with regard to managing money laundering risk, verifies that the Remuneration Policies do not contain provisions that are potentially in conflict with the purpose of control and prevention of such risk;
- the Audit Function audits the correct application of the Remuneration Policies with a view to efficiency and protection of the Company's assets.

The aforementioned functions report the results of their audits to the competent bodies for the adoption of any corrective measures. On an annual basis, the audit results are also brought to the attention of the UnipolSai Shareholders' Meeting as part of the report on application of the Remuneration Policies.

4.7. Independent experts

UnipolSai makes use of advice from independent experts in carrying out its remuneration-related activities. In particular, the Company can request advice in support of the definition of remuneration policies, to verify remuneration best practices in its operating segment and to develop an analysis of external competition based on market benchmarks for comparable companies in the sector.

5. Remuneration Policies of the Corporate Bodies

5.1. The remuneration of Directors

The annual compensation of Directors is determined as a fixed amount. In addition to the reimbursement of expenses incurred in carrying out their duties, an attendance fee can be added for attending all meetings of the administrative body and Shareholders' Meetings. Also envisaged, with costs borne by UnipolSai, is insurance coverage relating to risks connected to third-party liability deriving from the legal and contractual obligations inherent in the function of Director and the associated legal protection.

Furthermore, the Board of Directors can recognise an additional fixed fee to the members of Board Committees for attendance at every respective meeting.

No Variable Remuneration component is envisaged for Directors.

For Directors who hold specific offices, the Board of Directors may, with the approval of the Board of Statutory Auditors, recognise additional fixed compensation. Such Directors can also be assigned supplementary benefits relating to accommodation and/or the use of company cars.

The payment of an indemnity to Directors is not envisaged in the event of resignation, revocation of mandate/appointment or termination of the same, due to a takeover bid.

5.2. The remuneration of the Control body

The annual compensation for members of the Board of Statutory Auditors is determined as a fixed amount and differs between Standing Auditors and the Chairman of the Board of Statutory Auditors; in addition, they

will be reimbursed for the expenses incurred in relation to the office held, and will also be provided with insurance coverage at the expense of the Company for risks related to third party liability arising from the legal and contractual obligations associated with the office of Statutory Auditor and the associated legal protection.

Statutory Auditors are not paid any form of Variable Remuneration.

6. Remuneration of the General Manager, Relevant Personnel and Executives

The remuneration of the General Manager, Key Managers (including the Heads of Key Functions), top-level personnel of the Key Functions, Additional Relevant Personnel and other Executives envisages a Fixed Component, a Variable Component and Benefits in accordance with the terms and conditions specified below.

The same conditions apply to the General Manager of UnipolSai as to managers in the Executive Bracket. As mentioned early, the Board of Directors of UnipolSai can recognise an indemnity for office to the General Manager that can be considered useful in calculating the related Variable Component using the methods indicated in paragraph 6.3.

6.1. Fixed Remuneration component

The Fixed Remuneration component is determined, in addition to that envisaged by the applicable National Collective Labour Agreements, also by the following fundamental parameters:

- importance of the assigned position;
- complexity of the role covered;
- significance of the responsibilities attributed;
- qualitative weight of the skills possessed and acquired;
- alignment with sector-related and comparable market benchmarks.

In any event, this component is determined in a manner sufficient to ensure adequate remuneration even if variable incentives are not disbursed.

6.2. Benefits

Non-monetary benefits, also used to calculate the social security contribution and taxes, represent an important component of the pay package, both in terms of appreciation by the Recipients and in terms of total remuneration, as a supplementary and/or alternative element to payment in cash, which has proved to be advantageous in establishing effective Remuneration Policies, but at the same time ensures the optimal economic impact.

The Benefits change according to the category of Recipients both by type and by overall value, and mostly regard supplementary pension schemes and health assistance for Executives and their respective families.

The assignment of a company car for personal and business use is envisaged for Executives in the 1st and 2nd Executive Brackets.

Special arrangements are made for access to loans/mortgages to purchase, renovate or build a home, as well as for personal loans.

Executives have the option to subscribe to both a Pension Fund and to a Welfare Fund, the contributions to which are borne by UnipolSai. As regards the Pension Fund, subscribers have the option of contributing by paying from their Post-employment benefits.

The Pension Fund covers the subscriber in the event of death or permanent invalidity resulting from a non work-related accident, as well as in the event of permanent invalidity due to illness and in the event of death for any reason.

Said coverage provided to Executives is valid until termination of employment.

The benefits provided by the Welfare Fund to subscribers and beneficiary family members take the form of insurance arrangements, and most regard healthcare advice and information over the phone, reimbursements for admission to hospital, surgery, dentist treatment, specialist medical check-ups, diagnostic checks and treatment.

In addition, insurance cover provided by the Welfare Fund is envisaged for the reimbursement of healthcare expenses in the event that the Executive or spouse is not self-sufficient.

6.3. Variable Remuneration component

6.3.1. Breakdown into Executive Brackets

All Executives of Unipol Group companies are divided into 4 Brackets related to the weight of the organisational position, and to the importance and complexity of the role and the position. The “weight” is measured using a method certified by leading specialist companies recognised at international level.

Following the analysis of a series of quantitative and qualitative metrics that influence the individual organisational position, this method entails allocating a numeric indicator which, when suitably compared in a standard ranking, provides an objective positioning parameter, also as regards remuneration.

The assignment process, starting from an organisational complexity analysis based on the type of business, steps in the value chain monitored and the main dimensional elements, calls for the evaluation of all organisational positions on the basis of various factors, which measure not only the professional and management skills required to properly fulfil the role, the qualitative/quantitative characteristics of the team through which to exercise them and the relative geographical area of application, but also the type and level of contribution to the business, the type of communication and the context of the interlocutors typically managed by this role, as well as the degree of innovation required within the improvement and development of procedures, services and products and the levers available to achieve this.

In particular:

- the **Executive Bracket** includes the Top Executives of the Group (the Area General Managers of the Group, as well as other Managers as identified from time to time who hold offices of particular organisational importance);
- the **1st Bracket** includes the holders of roles of the highest strategic complexity and organisational relevance;
- the **2nd Bracket** includes the holders of roles with particular organisational relevance;
- the **3rd Bracket** includes the remaining holders of other roles.

Allocation to the Brackets is made on the proposal of the Group General Manager of Unipol, who uses the most appropriate methods to weigh the positions present on the market as specified above, and the approval of the Group CEO and General Manager of Unipol. The allocation to the Brackets is updated and revised at least once a year.

Different and differentiated approaches to the Remuneration Policies are associated with the Brackets breakdown, including the remunerative opportunity relating to the Variable Incentive as described below.

Within each Bracket, the details and the individual assignment of short- and long-term objectives is made on the basis of:

- comparable market references;
- the professional category to which the resources belongs;
- the need for loyalty.

6.3.2. Variable Incentives System

Recognition of the Variable Remuneration component is governed by the UPM System for all Executive personnel, with a view to developing a culture of sustainable performance, correlating the results of the Group and individual companies with individual performance.

The UPM System generates effects on individual companies from the time they adopt the Group and/or Segment or Company Remuneration Policies through the competent bodies and applicable procedures, in this way assuming liability for charges deriving from their application to Recipients for which they are the reference company.

The UPM System, adopted by Unipol and implemented by the consolidated companies, is based on the logic of self-financing. An essential requirement for the recognition of the incentives envisaged is therefore, in addition to the persistence of positive effective economic results and to the minimisation of the risk factors, the presence of a Dividend Capability, i.e. the conditions, in terms of economic result and of minimum solvency requirements of Unipol, for the possible distribution of a dividend to Unipol shareholders, in accordance with statutory and legal provisions in force at the time.

In line with the requirements of regulations in force on Remuneration Policies, the UPM System complies with the following principles:

- setting of results on which to measure remuneration against the risk profiles of the Group and Group companies, with a focus on quality (e.g. compliance with external and internal regulations) and not only on economic results;
- where applicable, the role of Key Functions, each to their respective responsibilities and according to regulatory provisions called upon to participate in the process to verify UPM System consistency and its application to the Remuneration Policies,
- independence of the Variable Remuneration component of Heads and top-level personnel of the Key Functions from the results achieved by the operating units under their control, and the component's dependence on reaching the targets associated with control action efficiency and quality, provided they are not a source of conflicts of interest;
- greater independence from bonuses linked to short-term financial results;
- recognition of a substantial portion of the Actual Bonus in the form of financial instruments, the assignment of which is structured in such a way as to ensure that achievement of the related economic benefits is gradual over time;
- deferral of a significant portion of the Actual Bonus;
- a one-year Holding Period of Variable Incentive amounts recognised in the form of financial instruments, whether disbursed as STI or as LTI;
- suitable clauses that allow:
 - (i) non-disbursement of all or part of the compensation already accrued due to Malus-related provisions (see paragraph 6.3.2.10);
 - (ii) reimbursement of all or part of the compensation already paid to be claimed, due to *Claw-back* related provisions (see paragraph 6.3.2.10).

The UPM System governs the prerequisites and criteria for disbursement of the Opportunity Bonus, the maximum annual value of which is determined as a percentage of the GAR of the Recipient at 31 December in the Accrual Year, the percentage being differentiated depending upon the Recipient's Bracket.

The UPM System Recipients are all the Executives of the Unipol Group, as better specified below, in service for at least six months in the Accrual Year, applying the effects of participation in the UPM System on a pro rata basis.

The UPM System governs the terms, conditions and methods for disbursement of a short-term Variable Component and a long-term Variable Component.

The UPM System applies, adopting criteria differentiated according to:

- (i) whether or not the Recipient qualifies as a Key Manager, provided that this qualification is assigned to the Recipient over a prevalent period during the Accrual Year;
- (ii) the role of the Recipient (e.g. in one of the Key Functions), provided the role is covered for a prevalent period during the Accrual Year.

The actual degree of application of the UPM System to an individual Recipient is determined on the basis of the professional service effectively and prevalently provided by the Recipient to a Company (also under secondment), with the contractual category not relevant for UPM System purposes.

The Secondment Provider defines the individual targets in concert with the Secondment Beneficiary/ies.

The Secondment Provider also assigns, monitors and calculates the Individual Targets in concert with and on behalf of the Secondment Beneficiary/ies, from which it receives a formal mandate for this purpose and to which it charges the related expense as is customary. The mandate must specify all the elements useful to formulating a target assignment and completion procedure which also takes into account the interests of the Secondment Provider.

6.3.2.1. Opportunity Bonus

As illustrated in Table 2, the Opportunity Bonus is broken down by Executive Bracket into the following components:

- (i) an STI component, the disbursement of which is made 50% in cash and the remaining 50% in the form of financial instruments;
- (ii) an LTI component, the disbursement of which is made 50% in cash and the remaining 50% in the form of financial instruments.

Recipients	max % vs. GAR	of which: (max % vs. RAL)		% weight compared to the Total Bonus	
		STI	LTI	STI	LTI
<i>General Manager and Managers - Executive bracket</i>	125%	50%	75%	40%	60%
Managers - Bracket 1	100%	50%	50%	50%	50%
Managers - Bracket 2	70%	35%	35%	50%	50%
Managers - Bracket 3	40%	20%	20%	50%	50%

6.3.2.2. Conditions for access to the UPM System - Short-term Company Performance

Access to the UPM System is subject to the pursuit of performance targets that also take into account the current or forward-looking risks associated with the results preset by the Group and the Company, and the associated expense in terms of the cost of capital employed and necessary liquidity.

The following are envisaged:

- two access conditions linked to Group targets (see paragraph 6.3.2.3) which apply to Unipol and to all Group Companies;
- in addition, further access conditions for UnipolSai which reflect the regulatory requirements and its self-financing capacity.

6.3.2.3. Access conditions

Access to the UPM System is subject to a given percentage of the target Consolidated Gross Profit of Unipol as per the budget approved by the Parent Company for the Accrual Year being achieved. Specifically:

- for the General Manager, other Key Managers and Additional Relevant Personnel, attainment of at least 90% of the Consolidated Gross Profit target;
- for the other Recipients, attainment of at least 80% of the Consolidated Gross Profit target.

Furthermore, also for a more accurate compliance with measures issued by the competent Supervisory Authorities on sound and prudent risk management, the existence of a consolidated coverage ratio (capital adequacy) of Unipol, calculated using Solvency II metrics, equal to the target set for 31 December of the Accrual Year by the pertinent decision-making bodies, is a condition for full determination of the Actual Bonus, whilst a value of between 100% and 80% of the target - provided the result is not

less than 1.0 - reduces the Actual Bonus by 25%.⁴ The Actual Bonus drops to zero if said value is below 80% of the target or at 1.0.

For UnipolSai, the target of 90% of IAS Individual Gross Profit (80% for Executives not classed as Relevant Personnel), as per the budget approved for Accrual Year, must be achieved.

Also necessary is the existence of an individual solvency ratio (financial stability) for UnipolSai calculated using Solvency II metrics, and net of transactions on share capital and/or with an impact on said ratio, already performed, underway or to be resolved upon in the future, made by the majority shareholder, corresponding to the target set for the Accrual Year by the pertinent decision-making bodies.

Regardless of any positive verification of the Group-related conditions, the failure to satisfy even one of the two previous conditions results in a zero amount for any Variable Incentive originating from the UPM System for the Accrual Year.

Access to the System of the Executives who operate in the Key Functions is not tied to the attainment of the Consolidated Gross Profit condition.

6.3.2.4. Short-Term Bonus (STI)

The UPM System envisages disbursement of an STI Bonus, the amount of which is determined (as illustrated below) based on the Individual Performance Level achieved and the allocated Bracket of the Recipient.

Without prejudice to the Malus and/or Claw-back provisions, the STI Bonus, the amount of which is determined on completion of all the steps of the assessment and measurement process, can be paid to Recipients according to the methods envisaged in paragraph 6.3.2.5 below.

The reference Bracket is that to which the Recipient is assigned over a prevalent time horizon in the Accrual Year.

6.3.2.5. Short-term individual targets

Each Recipient is annually assigned four individual targets, both qualitative and quantitative, each of which "weighted" to identify their importance with respect to the total of individual targets.

The first two are quantitative targets relating to the individual's own area of responsibility. These targets are structured in line with the strategic objectives of the Group and consistent with the risk profiles defined for the Group.

The breakdown of the four individual targets is as follows:

- First individual quantitative target (weight: 30%);
- Second individual quantitative target (weight: 30%);
- Individual qualitative target (weight: 20%);
- Management skills development target (weight: 20%).

The final total for each individual target is reached by applying the following percentage values to the weight for that target:

- Not achieved = 0% of the weight of the individual target;
- Partially achieved = 50% of the weight of the individual target;
- Achieved = 100% of the weight of the individual target.

The overall Individual Performance Level is obtained by adding together the performance values of individual targets determined in this manner, as summarised in the table below.

An Individual Performance Level of less than 60% - the sum of the weights of the single targets achieved - results in an Actual Bonus of zero.

⁴ *Solvency Ratio* defined as part of the *Risk Appetite Statement* approved by the Administrative Body. Indicator and value defined in accordance with current provisions and subject to discounting / revision in the event of changes in the relevant law in force at the time.

In the event of a “Not achieved” classification of even just one of the two quantitative objectives, even if the result calculated as envisaged generates a value equal to or over 60%, the Total Bonus will be zero.

Table 3 - Summary table of Individual Performance Level			
Individual targets	Weights assigned		
	Not achieved	Partially achieved	Achieved
First quantitative target	0%	15%	30%
Second quantitative target	0%	15%	30%
Qualitative target	0%	10%	20%
Management skills development target	0%	10%	20%
<ul style="list-style-type: none"> • Overall performance threshold for access to disbursement of the Actual Bonus: 60% • If the “Not achieved” condition applies to one of the two quantitative targets, the Actual Bonus will in any event be zero. 			

Table 4 illustrates the Pay-out curve for the STI Bonus, based on the Individual Performance calculated as above:

Table 4 - Individual Performance Level / STI Pay-out	
Individual Performance Level	STI Bonus
60%	30% of maximum value of STI Bonus
65%	40% of maximum value of STI Bonus
70%	50% of maximum value of STI Bonus
75%	60% of maximum value of STI Bonus
80%	70% of maximum value of STI Bonus
85%	80% of maximum value of STI Bonus
90%	90% of maximum value of STI Bonus
100%	Maximum value of STI Bonus

Any disbursement is arranged by the end of May in the year following the Accrual Year (i.e. in May 2021 for 2020).

The STI Bonus is paid in two parts: one equal to 50% of its total, paid in cash; the other, for the remaining 50%, paid in Shares. The provisions of paragraph 6.3.2.11 apply to the latter.

The number of Shares attributable is calculated by dividing 50% of the value of the STI Bonus into two equal parts. One part is related to the average value of the ordinary Unipol share recorded in January of the Accrual Year, while the other part is related to the average value of the ordinary UnipolSai share recorded also in January of the Accrual Year.

6.3.2.6. Long-Term Bonus (LTI)

On termination of the 3-year Accrual Period, the UPM System also envisages disbursement of an LTI Bonus, the amount of which is determined (as illustrated below) as a proportion of the Actual STI Bonus.

The Long-Term Incentive is assigned on the basis of a closed plan covering the period of the Three-Year Business Plan (2019-2020-2021).

6.3.2.7. Long-term targets

The extent of the LTI Bonus for Recipients not operating in the Key Functions is determined on the basis of individual or joint achievement of the indicators shown in Table 5.

Table 5 - LTI Targets Functions other than the Key Functions	
Indicator	Contribution to the LTI Bonus amount
Attainment of at least 80% of the result of the Unipol Group, measured on the Consolidated Gross Profit accumulated in 2019, 2020 and 2021 of the values as established each year by the pertinent corporate bodies	45%
Attainment at the end of the Three-year Accrual Period of the target solvency capital requirement of Unipol, as defined by the relevant corporate bodies	30%
Positive ratio between the average value of the Unipol Share in the first quarter of 2022 and the average value for the first quarter of 2019	20%
Reputational Profile of the Unipol Group in the 3-year Accrual Period (considered to be the average of monthly measurements) higher than that recorded, in the same period, by the Financial-Insurance Sector as a whole. ⁵	5%

The extent of the LTI Bonus for Recipients operating in the Key Functions is based on individual or joint achievement of the indicators shown in Table 6.

Table 6 - LTI Targets Key Functions	
Indicator	Contribution to the LTI Bonus amount
Attainment of an average Individual Performance Level over the three-year period of not less than 80%, on condition that both individual quantitative objectives have been fully reached in at least two of the three years	60%
Attainment at the end of the Three-year Accrual Period of the target solvency capital requirement of Unipol, as defined by the relevant corporate bodies	35%
Reputational Profile of the Unipol Group in the 3-year Accrual Period (considered to be the average of monthly measurements) higher than that recorded, in the same period, by the Financial-Insurance Sector as a whole. ⁶	5%

For Recipients to which the provisions on the Particularly High Amount of Variable Remuneration do not apply, the total annual LTI Bonus is one third of the total of Actual LTI Bonuses accrued in the 3-year Accrual Period and is re-proportioned on the basis of the Long-Term Targets achieved. Any disbursement is arranged on a pro rata basis, by the end of January each year in 2023, 2024 and 2025.

For Recipients to which the provisions on the Particularly High Amount of Variable Remuneration do apply, the total annual LTI Bonus is one fifth of the total of Actual LTI Bonuses accrued in the 3-year Accrual Period and is re-proportioned on the basis of the Long-Term Targets achieved. Any disbursement is arranged on a pro rata basis, by the end of January each year in 2023, 2024, 2025, 2026 and 2027.

⁵ Value calculated and measured using the RepTrak® model of Reputation Institute.

⁶ See previous note.

The LTI Bonus is paid in two parts: one equal to 50% of its total, paid in cash; the other, for the remaining 50%, paid in Shares. The provisions of paragraph 6.3.2.11 apply to the latter. The number of Shares attributable is calculated by dividing 50% of the value of the LTI Bonus into two equal parts. One part is related to the average value of the ordinary Unipol share recorded in January 2019, while the other part is related to the average value of the ordinary UnipolSai share recorded also in January 2019.

6.3.2.8. The process for the assignment, assessment and measurement of the targets

The process for the assignment, assessment and measurement of the targets involves the direct hierarchical superior of the Recipient, the Head of his/her Department and the Chief Executive Officer and Group CEO of Unipol.

The Group General Manager and the Chief Executive Officer and Group CEO of Unipol, also in this respect, supervise the entire process.

The targets assignment phase envisages the delivery to each Recipient of the Remuneration Policies relating to him or her. In a specific statement, the Recipient declares awareness of the contents and acceptance of the documentation in question.

The Group Remuneration Policies and the Segment or Company Remuneration Policies are in any event provided to all Recipients through publication on the company Intranet.

In the measurement, the bodies described above shall also duly take into account the total individual contribution provided for the good operation of the entity, in a broader framework of consistency and overall stability of the corporate system.

The process of calculating final amounts is performed with the assistance of the Group Risk Management and Management Control Functions to check quantitative indicators ex ante and ex post.

The extent of the STI and LTI Bonuses to be paid is defined on completion of all the steps prescribed by the assessment and measurement process.

If during the year the Recipient is affected by organisational changes that also involve a change in their direct line manager, the previous manager will be responsible for agreeing the targets already assigned with the new manager, also providing them with all the necessary documentation. The new Manager will assess, together with the bodies and persons indicated above, the opportunity of assigning targets different from those previously set, and consequently repeating the process. In this case, the measurement is proportionate on a pro rata basis on achievement of the previous and new targets and, in the measurement process, the previous manager will be required to assess the part under their responsibility.

6.3.2.9. Disbursement conditions

Disbursement of the cash component and the assignment of Shares relating to the STI and LTI Bonuses due will, under the terms indicated previously, be arranged provided that at the assignment date the Recipient is a serving employee of UnipolSai or other Unipol Group company and is not serving a period of notice or leave of absence, except for the following.

1. In the following cases, the amount of the cash component to be paid and the number of Shares to be assigned, relating to the percentage STI Bonus due, are recalculated on a pro rata bases over the number of complete months actually served by the Recipient concerned:
 - i. for Recipients terminating their employment with UnipolSai and/or with other Unipol Group companies during the Accrual Year for the percentage Bonus, as a result of reaching pension age, or other forms of entitlement to their pension, provided they are adopted at the company's initiative invoking legal or contractual provisions;
 - ii. for Recipients terminating their employment with Unipol and/or with other Unipol Group companies during the Accrual Year for the percentage Bonus, as

- a result of mutual agreement with the employer based on the conditions defined in the aforementioned agreement;
 - iii. for Recipients affected by extraordinary corporate transactions resulting in the transfer of ownership of the controlling interest in the company of which they are employees to another entity that is not a member of the Unipol Group, on conclusion of the Accrual Year for the percentage Bonus.
- 2. Shares relating to LTI Bonus percentages is arranged in the following cases:
 - i. for Recipients terminating their employment with UnipolSai and/or with other Unipol Group companies, with effect from 31 December of the last year of the 3-year Accrual Period as a result of reaching pension age, or other forms of entitlement to their pension, provided they are adopted at the company's initiative invoking legal or contractual provisions;
 - ii. for Recipients terminating their employment with UnipolSai and/or with other Unipol Group companies from 31 December of the final year in the 3-year Accrual Period, as a result of mutual agreement with the employer, based on the conditions defined in the aforementioned agreement;
 - iii. for Recipients affected by extraordinary corporate transactions resulting in the transfer of ownership of the controlling interest in the company of which they are employees to another entity that is not a member of the Unipol Group, concluded from 31 December of the final year of the 3-year Accrual Period.

6.3.2.10. Conditions for non-disbursement or reduced disbursement of incentives

The Recipient subject to a disciplinary measure of suspension from service shall in any case lose his/her entitlement to payments of the short and/or long term variable remuneration.

Clauses are also envisaged for non-disbursement of the bonus, in terms of:

a. *Malus*

The bonuses envisaged by the incentive system will not be paid if the trend of results of the Group and/or UnipolSai deteriorate, as defined in paragraph 6.3.2.3 if the Recipient does not comply with regulatory or supervisory provisions, the consequence of which has entailed a disciplinary sanction against the Recipient in question, or if the Key Functions discover that the Recipient has behaved in such a way so as to commit a serious infringement of internal, external provisions or of the applicable standards of conduct, or if such are determined on the basis of data that later clearly proves incorrect;

b. *Claw-back*

UnipolSai will request the return of any compensation that may have been paid if the Recipient has acted in violation of the Supervisory Provisions or if the Recipient has acted fraudulently and/or has committed wilful misconduct or gross negligence with regard to the performance of his/her duties, and this had led to a deterioration of the risk profiles and/or the results of the Group and/or UnipolSai, or violations of the Code of Ethics⁷ and/or conduct not compliant with legal, regulatory or statutory provisions, based on the contents of regulations, without prejudice to any further action, or paid on the basis of data that later proves clearly incorrect.

With reference to deterioration of the risk profiles, UnipolSai will request the return of any compensation paid if the fraudulent conduct and/or wilful misconduct or gross negligence of the Recipient has resulted in an impact on the Solvency II Ratio of the Group and/or UnipolSai. For this purpose, the Risk Management Function, with support from other company functions concerned, will recalculate the Solvency II Ratio in order to verify whether such conduct has

⁷ The assessments of cases of violation of the Code of Ethics are the responsibility of the competent function.

resulted in failure to comply with risk appetite targets established for 31 December of the Accrual Year by the competent decision-making bodies.

The duration of the period in which the clause applies is established as three years from payment of a single amount (STI or LTI) of Variable Remuneration.

6.3.2.11. Holding Period

The Shares cannot be sold for an entire year.

This duration is considered adequate in relation to the characteristics of the results measurement systems, based on which risks are undertaken in the various business units, including risk-adjustment mechanisms.

The Holding Period begins from the moment that the Recipient takes material possession of the Shares.

6.4. Other components of remuneration

Remuneration may also include:

- a one-off amount and/or individual company bonuses, paid in monetary form and up-front, and in accordance with the following conditions:
 - (i) occurrence of objective circumstances that are completely exceptional and unforeseeable which required a particularly significant professional commitment, meant to obtain a result of strategic importance for the Group and/or UnipolSai;
 - (ii) determination of the amount in compliance with the principles of proper balancing between the Fixed and Variable Remuneration components, as set forth in laws in force;
 - (iii) recognition on approval of the Board of Directors of UnipolSai.
- Welcome Bonus, provided in exceptional cases when new personnel is hired, to make up for documented pay disadvantages arising from the loss of benefits offered by the previous employer. This cannot be recognised more than once to the same person;
- *seniority bonuses*, amounts paid on completing a certain year of service, based on provisions of the reference CCNL applied;
- compensation based on stability agreements for a period normally not exceeding three years, recognised to guarantee adequate continuity of the employment relations, ensure greater company stability and help to further incentivise the quality of professional services of certain Key Managers and/or other human resources in any event considered relevant.

6.5. Termination of employment indemnity

For retention purposes, with a view to achieving Group governance, growth and development targets, loyalty bonuses may be paid to Executives who have worked for UnipolSai or for the Group for a certain number of years. The amount of said bonuses, which will be paid at the time of the termination of employment, cannot exceed the amount of five years of Total Compensation, calculated for the variable part as envisaged by Art. 2121, paragraph 2 of the Italian Civil Code (the "Total Compensation").

Any payment of a pre-determined amount in the event of dismissal not supported by just cause, or dismissal for just cause or on the request of the reference Shareholder, a circumstance applicable only in the presence of specific supplementary agreements to the contract of employment, may not, in any event, exceed five years of Total Compensation. Moreover, UnipolSai may request beneficiaries to return all or part of the aforementioned amount paid to the same, if, within five years of the date of termination of employment, the same take serious measures with wilful misconduct resulting in damage to UnipolSai, both circumstances (measures and wilful misconduct) ascertained with a later ruling in the courts.

7. Remuneration Policies for non-executive personnel

In addition to a Fixed Component, the remuneration for non-executive personnel can include a Variable Component as explained below.

The Fixed Remuneration component provides compensation for the skills, capabilities, role and, in particular, the responsibilities relating to the role. It envisages a fixed economic base, envisaged by sector-related Collective Labour Agreements, Supplementary Company Agreements, where present, and any other bilateral agreements, as well as specific internal regulations, and is determined by the employment category. Reasons relating to internal fairness, competitiveness, attractiveness, meritocracy or the assignment of greater responsibility can determine the recognition of additions to fixed income, consolidating these over time.

The current National Collective Labour Agreements applying to personnel working with the Companies envisage, inter alia, the disbursement of a "Variable Company Bonus" (ANIA CCNL), which constitutes a variable percentage of remuneration.

The Variable Remuneration component is based on two main objectives:

- rewarding results achieved in the short and medium/long-term, expressed not only in the form of economic revenue, but also in the form of attention to risks and qualitative performance;
- developing professional skills while enacting an effective *retention* policy.

Variable Remuneration may also include:

- a one-off amount, paid in monetary form and up-front, where objective circumstances required a particularly significant professional commitment;
- Cash bonuses originating from the achievement of targets assigned after participation in the annual or interim incentive systems;
- Welcome Bonus, provided in exceptional cases when new personnel is hired, to make up for documented pay disadvantages arising from the loss of benefits offered by the previous employer. This cannot be recognised more than once to the same person;
- seniority bonuses, amounts paid on completing a certain year of service, based on provisions of the reference CCNL applied;
- compensation based on stability agreements for a period normally not exceeding three years, recognised to guarantee adequate continuity of the employment relations, ensure greater company stability and help to further incentivise the quality of professional services of human resources considered relevant.

SECTION TWO

PART ONE

INFORMATION ON THE IMPLEMENTATION OF THE UNIPOLSAI S.P.A. REMUNERATION POLICIES ADOPTED FOR 2019

BREAKDOWN

This Section of the Report consists of three parts:

- **part one**, which provides a description of the compensation of recipients of the Remuneration Policies relating to 2019;
- **part two**, which in table format illustrates the compensation paid to Directors, Statutory Auditors, General Manager and Key Managers of UnipolSai, as well as their interests held in the Company and its subsidiaries, again in relation to 2019;
- **part three**, which provides a summary of the audits conducted by the Key Functions (Risk Management, Compliance and Anti-Money Laundering and Audit).

PART ONE

Remuneration of Directors

The Ordinary Shareholders' Meeting of 17 April 2019, inter alia, appointed the Board of Directors of the Company, consisting of 18 members, giving them a mandate of three years and, therefore, up to the Shareholders' Meeting called to approve the 2021 financial statements.

Said Shareholders' Meeting resolved, consistent with the remuneration policies approved by the UnipolSai Board of Directors at the board meeting held on 14 March 2019 and illustrated in the First Section of the remuneration report published in 2019 (the "2019 Remuneration Policies") to recognise the following:

- a fixed gross annual remuneration due to each Director of Euro 50,000;
- a gross attendance fee of Euro 1,000 for each board meeting attended, reduced to Euro 500 in case of participation through telephone or audio-visual link.
- reimbursement of expenses incurred to exercise duties, with cost borne by the Company;
- insurance coverage for risks related to third party liability arising from the legal and contractual obligations associated with the office of director and the associated legal and economic protection, in compliance with regulations in force (see below).

The Board of Directors, after consultation with the Remuneration Committee and the Board of Statutory Auditors, in its meeting of 1 August 2019 defined the remuneration of the Chairman and Deputy Chairmen as Euro 900,000 and Euro 200,000, respectively, plus company benefits based on their duties in such roles (car, accommodation, etc.).

Lastly, the members of Board committees were awarded a further fixed fee for attendance at each respective Committee meeting, corresponding to Euro 1,000, reduced to Euro 500 in case of participation through phone or audio-visual link, plus the reimbursement of out-of-pocket expenses borne with relation to the office held.

Instead, Directors were not acknowledged any variable remuneration component linked to results or based on financial instruments.

Details of the compensation paid to the members of the Board of Directors for 2019 are shown in Table 1 below.

Remuneration of the Control body

In accordance with the Remuneration Policies adopted by the Company and with that resolved by the Shareholders' Meeting on 23 April 2018, which appointed the same, the annual compensation for 2019 of the Statutory Auditors of UnipolSai has been established as a fixed amount and differs between Statutory Auditors and the Chairman of the Board of Statutory Auditors, corresponding to Euro 50,000 (for each Statutory Auditor) and Euro 75,000 respectively; in addition, they will receive a gross amount of Euro 1,000 for each board meeting, Shareholders' Meeting or Board Committee meeting attended, reduced to Euro 500 if attendance is via phone or audio-visual link, plus insurance coverage at the expense of the Company for risks related to third party liability arising from the legal and contractual obligations associated with the office of statutory auditor and the associated legal and economic protection, in compliance with the law in force.

Statutory Auditors are paid no variable remuneration.

Details of the compensation paid to members of the Board of Statutory Auditors in 2019 are shown in Table 1 below.

Group D&O Policy

The Company, in line with the other companies belonging to the Unipol Group, has subscribed to the Group D&O Policy stipulated by the Parent Company. The conditions of the policy, with a yearly duration from 20 November 2019, envisage a limit, at Group level, of a total of Euro 75 million to the benefit of the insured parties. The total cost of the policy is shared among all Unipol Group companies, applying a percentage to it that corresponds to the weighted average of the relationships between the following economic-capital ratios of each company and those of the Group: (i) Balance Sheet Assets; (ii) Shareholders' equity; (iii) revenue calculated on the basis of Antitrust Authority criteria.

At 31 December 2019, the Company bore a cost of around Euro 916,000.

In this respect, note that in the column "Non-monetary benefits" of Table 1 it is not possible to indicate an *ad personam* value of benefits associated with insurance hedging of third party liability risks, stipulated for Directors and Statutory Auditors with costs borne by the Company. This impossibility is due to the fact that: (i) the subjective scope of the insured parties benefitting from the policy does not coincide with that of the parties for which information must be provided in this Section of the Report, as it is much wider (it extends, in general, to any person considered the equivalent of a member of the administration, management and control bodies, including therein parties to whom proxies have been awarded and members of the supervisory bodies pursuant to Italian Legislative Decree 231/01) and that (ii) said scope is subject to change during the validity of said policy.

Moreover, said benefits are not considered *fringe benefits* and do not contribute to the formation of the income of the beneficiaries.

Remuneration of the General Manager, Relevant Personnel and Executives

Again in 2019, the Company's remuneration policies were applied, in a standardised manner, to the General Manager, other Key Managers, Additional Relevant Personnel and all Executives of UnipolSai.

In line with Group Policies, an indemnity for office is recognised to the General Manager of UnipolSai of Euro 100,000, qualifying as part of the Variable Remuneration component.

In addition to the General Manager, the year in question saw the presence of 24 individuals in the category of Key Managers, of which 9 employees of Unipol (other than the General Manager) partially seconded to UnipolSai, in turn eligible as Key Managers in Unipol. In this regard, note that seconded Executives received the fixed component of their remuneration and the variable one from the Parent Company; it is hereby understood that UnipolSai shall return the cost borne by Unipol as consideration for the related secondments and for its own portion.

For details regarding the extent of said fee, please refer to the Tables below.

Fixed remuneration component

The fixed component is comprised of the items of the CCNL and by remuneration from individual contracts; the GAR is also established and excludes Post-employment benefits (TFR), any provision or payment relating to social security contributions borne by the employer, and the variable component, whether the same is paid as a *one-off* amount or on a continuative basis, repeated or deferred, any *bonuses*, travelling indemnity and any other indemnity.

Variable remuneration component

Again in 2019, the variable remuneration component comprised the following items: (i) monetary incentives and (ii) incentives in the form of financial instruments, to be paid on the basis of the incentive system dedicated to Executives in the Insurance Business.

Implementation of the 2016-2018 incentive system

With reference to the UPM System adopted by UnipolSai for the three-year period 2016-2018 (the "**2016-2018 System**"), note that during its board meeting held on 14 March 2019, the Board of Directors, having acknowledged the satisfaction of conditions for access to the above-mentioned system for the year 2019, resolved to proceed with the disbursement of short-term monetary incentives, which were actually paid to those entitled with their April 2019 salaries.

For details on the extent of the incentives accrued in 2018 and disbursed in 2019, please see Table 3B below.

At the same meeting held on 14 March 2019, the Administrative Body also ascertained full satisfaction of the conditions for the recognition of the long-term incentive pursuant to the 2016-2018 System, as implemented by the relative compensation plan based on financial instruments for 2016-2018 (the “**2016-2018 Plan**”), furthermore recognising that the conditions for recognition of the additional bonus envisaged under the 2016-2018 Plan had not been met.

As a result of this calculation, in implementation of the Regulation of the 2016-2018 Plan, it was therefore possible to arrange disbursement to beneficiaries of the three tranches of Unipol Shares and UnipolSai Shares (the “Shares”), the first of which was paid on 25 April 2019. In particular, UnipolSai recognised to the General Manager and other eligible Key Managers the first tranche of Shares, equal to 1/3 of the total actually accrued at the end of the vesting period, a third which corresponds to 383,459 Unipol Shares, of which 79,222 to the General Manager, and a total of 708,753 UnipolSai shares, of which 146,426 assigned to the General Manager. In this regard, it should be remembered that the Share value used as a reference for the calculation of the number of Shares due to each recipient of the above-mentioned Plan is the average Stock Exchange value recorded by the Unipol Share and UnipolSai Share in May 2016, equal to Euro 1.7575 and Euro 3.2484, respectively.

In April 2020, again in implementation of the 2016-2018 Plan, the General Manager and other eligible Key Managers will receive payment of the second tranche of Unipol Shares and UnipolSai Shares.

Except with regard to that specified in the next paragraph on the Variable Incentive for 2019, note that Table 3A below was not completed with the data relating to the implementation of the 2016-2018 Plan, as its monetary effects were exhausted in previous years and the equity effects, noted above, refer to vested financial instruments at the end of the three-year period 2016-2018, the disbursement of which in 2019 depended exclusively on the recipient remaining employed by the Unipol Group.

Implementation of the 2019-2021 incentive system

The 2019-2021 incentive system, approved by the Company's Board of Directors at the meeting held on 19 March 2019, for the three-year period 2019-2021 envisages that by the end of May in the year after the accrual year (i.e. next May for 2019), the short-term bonus (STI) was paid 50% in cash and the remaining 50% in shares (Unipol Shares and UnipolSai Shares) and, in parallel, the corresponding long-term component (LTI) was allocated as 50% in cash and the remaining 50% in shares (Unipol Shares and UnipolSai Shares) to be paid in multiple tranches from 2023, subject to verification each year that the performance conditions envisaged for the three-year period have been met.

Taking into account, however, the spread of the COVID-19 pandemic and related effects on the Italian economy, and the IVASS requirements communicated on 30 March this year, at the meeting of 2 April 2020 the UnipolSai Board of Directors, in line with the Parent Company decisions and subject to opinion in favour from its Remuneration Committee, decided to suspend all assessment of the variable remuneration component for 2019 for the General Manager and for all Executive personnel of the Company, postponing all related decisions to a later meeting of the administrative body, taking into account developments in the general scenario.

For this reason, unlike in Reports of recent years, Tables 1, 3A and 3B below do not include columns referring to either cash or financial instrument-based incentives for 2019.

Information documents on Compensation plans based on financial instruments

Detailed information regarding the 2016-2018 Plan and the 2019-2021 Plan is contained in the Information Documents, prepared pursuant to Art. 114-bis of the TUF and Art. 84-bis of the Issuers' Regulation, and published on the Company's website at www.unipolsai.com, in the Governance/Shareholders' Meetings Section.

Other components of remuneration

In 2019, the following also formed part of the remuneration:

- a one-off amount, paid in monetary form and up-front, and in accordance with the following conditions:

- (i) occurrence of objective circumstances that are completely exceptional and unforeseeable which required a particularly significant professional commitment, meant to obtain a result of strategic importance for the Company and/or the Unipol Group;
 - (ii) determination of the amount in compliance with the principles of proper balancing between the Fixed and Variable Remuneration components, as set forth in laws in force;
 - (iii) recognition on approval of the Company's Board of Directors, after obtaining the opinion of the Remuneration Committee;
- seniority bonuses: amounts paid after reaching the 25th and 35th year of actual service with the same Company, equal to 8% and 16%, respectively, of the GAR;
 - benefits, on which social security and tax contributions are also calculated, which may include assets such as company cars and the use of lodgings;
 - *compensation based on stability agreements for a period normally not exceeding three years, recognised to guarantee adequate continuity of the employment relations, ensure greater company stability and help to further incentivise the quality of professional services of certain Key Managers and/or other human resources in any event considered relevant;*
 - Welcome Bonus, provided in exceptional cases when new personnel is hired, to make up for documented pay disadvantages arising from the loss of benefits offered by the previous employer. This cannot be recognised more than once to the same person.

Agreements granting compensation in the case of early termination of employment

There are no agreements between the Company and the Directors providing for compensation in the event of resignation, revocation of mandate/appointment or cessation of this following a takeover bid.

There are no agreements providing for the assignment or the maintenance of non-monetary benefits for persons who have ceased their position or the conclusion of consulting contracts for a period subsequent to the termination of employment. There are no non-compete agreements providing compensation for compliance.

Compensation earned on termination of employment is calculated, lacking specific agreements, on the basis of what is set forth in the Collective Agreement for Executives of insurance companies.

*** **

Based on the above, in 2019, the remuneration in favour of Directors, Statutory Auditors, the General Manager and other Key Managers is consistent with the principles applying to the reference year.

PART TWO

Compensation paid in 2019

Table 1 – Remuneration paid to members of the Administration and Control Bodies, the General Manager and other Key Managers (amounts in Euro)

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
CIMBRI Carlo	Chairman	1/1-31/12/2019	2021 Financial Statements									
	Member of the Chairman's Committee	1/1-17/4/2019	17/4/2019									
Compensation from the company that draws up the financial statements				957,095.89	(1)					957,095.89		
Compensation from subsidiaries and associates										0.00		
TOTAL				957,095.89		0.00	0.00	0.00	0.00	957,095.89	0.00	0.00

(1) Compensation not received but paid directly to Unipol Gruppo S.p.A.

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
CERCHIAI Fabio	Deputy Chairman	1/1-31/12/2019	2021 Financial Statements									
	Member of the Chairman's Committee	1/17/4/2019	17/4/2019									
Compensation from the company that draws up the financial statements				256,595.89				8,537.30		265,133.19		
Compensation from subsidiaries and associates				174,500.00	(1)					174,500.00		
TOTAL				431,095.89		0.00	0.00	8,537.30	0.00	439,633.19	0.00	0.00

(1) compensation for the offices held in Arca Assicurazioni S.p.A. and Arca Vita S.p.A.

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
STEFANINI Pierluigi	Deputy Chairman	1/1-31/12/2019	2021 Financial Statements									
	Member of the Chairman's Committee	1/1-17/4/2019	17/4/2019									
Compensation from the company that draws up the financial statements				257,095.89	(1)					257,095.89		
Compensation from subsidiaries and associates										0.00		
TOTAL				257,095.89		0.00	0.00	0.00	0.00	257,095.89	0.00	0.00

(1) Compensation not received but paid directly to Unipol Gruppo S.p.A.

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
BERARDINI Francesco	Director	1/1-31/12/2019	1/2/2020									
Compensation from the company that draws up the financial statements				57,095.89						57,095.89		
Compensation from subsidiaries and associates				25,284.25	(1)					25,284.25		
TOTAL				82,380.14		0.00	0.00	0.00	0.00	82,380.14	0.00	0.00

(1) Compensation for the offices held in Siat S.p.A.

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
CATTABIANI Paolo	Director	1/1-17/4/2019	17/4/2019									
Compensation from the company that draws up the financial statements				12,616.44						12,616.44		
Compensation from subsidiaries and associates										0.00		
TOTAL				12,616.44	0.00	0.00	0.00	0.00	0.00	12,616.44	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
CHIODINI Fabrizio	Director	17/4-31/12/2019	2021 Financial Statements									
Compensation from the company that draws up the financial statements				42,479.45						42,479.45		
Compensation from subsidiaries and associates										0.00		
TOTAL				42,479.45	0.00	0.00	0.00	0.00	0.00	42,479.45	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
COTTIGNOLI Lorenzo	Director	1/1-31/12/2019	2021 Financial Statements									
Compensation from the company that draws up the financial statements				57,095.89	(1)					57,095.89		
Compensation from subsidiaries and associates				60,450.00	(2)			3,594.72		64,044.72		
TOTAL				117,545.89		0.00	0.00	3,594.72	0.00	121,140.61	0.00	0.00

(1) Compensation not received but repaid to the company of origin totalling Euro 11,863.01.

(2) compensation for the offices held in: Assicoop Bologna Metropolitana S.p.A., Assicoop Emilia Nord S.r.l., Assicoop Toscana S.p.A., Assicoop Romagna Futura S.r.l., Pegaso Finanziaria S.p.A. and Tenute del Cerro S.p.A. The compensation from Pegaso Finanziaria S.p.A. is not received but repaid to the company of origin.

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
DALLE RIVE Ernesto	Director	1/1-31/12/2019	2021 Financial Statements									
Compensation from the company that draws up the financial statements				57,095.89						57,095.89		
Compensation from subsidiaries and associates										0.00		
TOTAL				57,095.89	0.00	0.00	0.00	0.00	0.00	57,095.89	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
DE BENETTI Cristina	Director	1/1-31/12/2019	2021 Financial Statements									
	Member of the Related Party Transactions Committee	17/4-31/12/2019										
	Member of the Remuneration Committee											
Compensation from the company that draws up the financial statements				57,095.89	3,500.00					60,595.89		
Compensation from subsidiaries and associates				14,616.44 (1)	4,200.00 (2)					18,816.44		
TOTAL				71,712.33	7,700.00	0.00	0.00	0.00	0.00	79,412.33	0.00	0.00

(1) Compensation for the office held in Unipol Banca S.p.A.

(2) Fees for attendance of the Control and Risk Committee and the Related Parties Committee of Unipol Banca S.p.A.

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
GHIGLIENO Giorgio	Director	1/1-17/4/2019	17/04/2019									
	Member of the Related Party Transactions Committee											
	Member of the Control and Risk Committee											
	Member of the Supervisory Board											
Compensation from the company that draws up the financial statements				14,616.44	11,404.11					26,020.55		
Compensation from subsidiaries and associates										0.00		
TOTAL				14,616.44	11,404.11	0.00	0.00	0.00	0.00	26,020.55	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
GIOVETTI Vittorio	Director	1/1-17/4/2019	17/4/2019									
Compensation from the company that draws up the financial statements				14,616.44						14,616.44		
Compensation from subsidiaries and associates										0.00		
TOTAL				14,616.44	0.00	0.00	0.00	0.00	0.00	14,616.44	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
MASOTTI Massimo	Director	1/1-31/12/2019	2021 Financial Statements									
	Member of the Control and Risk Committee											
	Chairman of the Supervisory Board											
	Member of the Related Party Transactions Committee											
Compensation from the company that draws up the financial statements				57,095.89	34,000.00					91,095.89		
Compensation from subsidiaries and associates				1,000.00	(1)					1,000.00		
TOTAL				58,095.89	34,000.00	0.00	0.00	0.00	0.00	92,095.89	0.00	0.00

(1) Compensation for the office held in Pegaso Finanziaria S.p.A.

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
MAUGERI Maria Rosaria	Director	1/1-31/12/2019	2021 Financial Statements									
	Member of the Remuneration Committee	1/1-17/4/2019	17/4/2019									
Compensation from the company that draws up the financial statements				57,095.89	1,500.00					58,595.89		
Compensation from subsidiaries and associates										0.00		
TOTAL				57,095.89	1,500.00	0.00	0.00	0.00	0.00	58,595.89	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
MONTAGNANI Maria Lillà	Director	1/1-31/12/2019	2021 Financial Statements									
	Member of the Nomination and Corporate Governance Committee	1/1-17/4/2019	17/4/2019									
Compensation from the company that draws up the financial statements				53,595.89	2,000.00					55,595.89		
Compensation from subsidiaries and associates										0.00		
TOTAL				53,595.89	2,000.00	0.00	0.00	0.00	0.00	55,595.89	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
PICCHI Nicla	Director	1/1-31/12/2019	2021 Financial Statements									
	Member of the Remuneration Committee											
	Member of the Nomination and Corporate Governance Committee											
Compensation from the company that draws up the financial statements				57,095.89	5,000.00					62,095.89		
Compensation from subsidiaries and associates										0.00		
TOTAL				57,095.89	5,000.00	0.00	0.00	0.00	0.00	62,095.89	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
RECCHI Giuseppe	Director	1/1-31/12/2019	2021 Financial Statements									
Compensation from the company that draws up the financial statements				53,095.89						53,095.89		
Compensation from subsidiaries and associates										0.00		
TOTAL				53,095.89	0.00	0.00	0.00	0.00	0.00	53,095.89	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
RIGHINI Elisabetta	Director	1/1-31/12/2019	2021 Financial Statements									
	Member of the Related Party Transactions Committee											
	Member of the Nomination and Corporate Governance Committee	17/4-31/12/2019										
	Member of the Control and Risk Committee	1/1-17/4/2019	17/4/2019									
	Member of the Supervisory Board											
Compensation from the company that draws up the financial statements				55,595.89	13,904.11					69,500.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				55,595.89	13,904.11	0.00	0.00	0.00	0.00	69,500.00	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees		Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment	
					Bonus and other incentives	Profit sharing								
RIZZI Antonio	Director	17/4-31/12/2019	2021 Financial Statements											
	Member of the Related Party Transactions Committee													
	Member of the Control and Risk Committee													
	Member of the Supervisory Board													
Compensation from the company that draws up the financial statements				42,479.45		17,095.89						59,575.34		
Compensation from subsidiaries and associates				14,616.44	(1)	4,200.00	(2)					18,816.44		
TOTAL				57,095.89		21,295.89		0.00	0.00	0.00	0.00	78,391.78	0.00	0.00

(1) Compensation for the office held in Unipol Banca S.p.A.

(2) Fees for attendance of the Control and Risk Committee and the Related Parties Committee of Unipol Banca S.p.A.

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment	
						Bonus and other incentives	Profit sharing						
TADOLINI Barbara	Director	1/1-31/12/2019	2021 Financial Statements										
	Member of the Control and Risk Committee	17/4-31/12/2019											
	Member of the Supervisory Board												
	Member of the Related Party Transactions Committee	1/1-17/4/2019	17/4/2019										
Compensation from the company that draws up the financial statements				56,095.89		19,095.89					75,191.78		
Compensation from subsidiaries and associates											0.00		
TOTAL				56,095.89		19,095.89	0.00	0.00	0.00	0.00	75,191.78	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment	
						Bonus and other incentives	Profit sharing						
TURRINI Adriano	Director	17/4-31/12/2019	2021 Financial Statements										
Compensation from the company that draws up the financial statements				39,479.45	(1)						39,479.45		
Compensation from subsidiaries and associates											0.00		
TOTAL				39,479.45		0.00	0.00	0.00	0.00	0.00	39,479.45	0.00	0.00

(1) Compensation not received but paid directly to the company of origin.

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
VELLA Francesco	Director	1/1-31/12/2019	2021 Financial Statements									
	Member of the Remuneration Committee											
	Member of the Nomination and Corporate Governance Committee											
Compensation from the company that draws up the financial statements				57,095.89	6,000.00					63,095.89		
Compensation from subsidiaries and associates				14,316.44	(1)					14,316.44		
TOTAL				71,412.33	6,000.00	0.00	0.00	0.00	0.00	77,412.33	0.00	0.00

(1) Compensation for the office held in Unipol Banca S.p.A.

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
FUMAGALLI Paolo	Chairman of the Board of Statutory Auditors	1/1-31/12/2019	2020 Financial Statements									
Compensation from the company that draws up the financial statements				83,500.00	15,000.00					98,500.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				83,500.00	15,000.00	0.00	0.00	0.00	0.00	98,500.00	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
ANGIOLINI Giuseppe	Statutory Auditor	1/1-31/12/2019	2020 Financial Statements									
Compensation from the company that draws up the financial statements				59,500.00	18,500.00					78,000.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				59,500.00	18,500.00	0.00	0.00	0.00	0.00	78,000.00	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
BOCCI Silvia	Statutory Auditor	1/1-31/12/2019	2020 Financial Statements									
Compensation from the company that draws up the financial statements				60,000.00	21,000.00					81,000.00		
Compensation from subsidiaries and associates				14,321.91 (1)	4,060.28 (2)					18,382.19		
TOTAL				74,321.91	25,060.28	0.00	0.00	0.00	0.00	99,382.19	0.00	0.00

(1) compensation for the offices held in Casa di Cura Villa Donatello S.p.A. and Centro Oncologico Fiorentino S.r.l. (in liquidation).

(2) Compensation for the office of Chairman of the Supervisory Body of Casa di Cura Villa Donatello S.p.A. and Florence Centro di Chirurgia Ambulatoriale S.r.l.

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
TROMBONE Domenico Livio	Alternate Auditor	1/1-31/12/2019	2020 Financial Statements									
Compensation from the company that draws up the financial statements										0.00		
Compensation from subsidiaries and associates				74,093.90 (1)	7,728.77 (2)					81,822.67		
TOTAL				74,093.90	7,728.77	0.00	0.00	0.00	0.00	81,822.67	0.00	0.00

(1) compensation for the offices held in: Arca Assicurazioni S.p.A., Arca Vita S.p.A., Tenute del Cerro S.p.A., Unipol Banca S.p.A., Unisalute S.p.A. and Unisalute Servizi S.r.l.

(2) Compensation for the office of member of the Supervisory Body of Tenute del Cerro S.p.A. and Unipol Banca S.p.A.

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
FORNASIERO Sara	Alternate Auditor	1/1-31/12/2019	2020 Financial Statements									
Compensation from the company that draws up the financial statements												
Compensation from subsidiaries and associates												
TOTAL				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
RAVICINI Luciana	Alternate Auditor	1/1-31/12/2019	2020 Financial Statements									
Compensation from the company that draws up the financial statements										0.00		
Compensation from subsidiaries and associates				1,139.73	(1)					1,139.73		
TOTAL				1,139.73	0.00	0.00	0.00	0.00	0.00	1,139.73	0.00	0.00

(1) Compensation for the office held in Pronto Assistance Servizi S.c.r.l.

Surname and Name	Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment
						Bonus and other incentives	Profit sharing					
LATERZA Matteo	General Manager	1/1-31/12/2019	until revoked									
Compensation from the company that draws up the financial statements				680,014.82			478,124.99		20,937.17			1,179,076.98
Compensation from subsidiaries and associates				0.00	(1)							0.00
TOTAL				680,014.82		0.00	478,124.99		0.00	20,937.17	0.00	1,179,076.98

(1) Compensation totalling Euro 34,252.06 for the offices held in Arca Assicurazioni S.p.A., Arca Vita S.p.A., Compagnia Assicuratrice Linear S.p.A., Leithà S.r.l. and Unisalute S.p.A. is not shown. Compensation not received but paid directly to Unipol Gruppo S.p.A.

(2) No amount was calculated as on 2 April 2020, the Board of Directors decided to suspend all assessments for the recognition of the variable remuneration for 2019 for the General Manager and for all Executive personnel, postponing all related decisions to a later meeting of the Administrative Body to be held in the next few months, taking into account developments in the general scenario.

Office held	Period for which office has been held	End of term in office	Fixed compensation	Compensation for participation in committees	Variable non-equity compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity fees	Compensation for end of office or termination of employment	
					Bonus and other incentives	Profit sharing						
KEY MANAGERS (24*)	1/1-31/12/2019											
Compensation from the company that draws up the financial statements			5,565,309.83	(1)	19,506.85		3,725,062.34	(2)		443,641.76	(3)	9,753,520.78
Compensation from subsidiaries and associates			0.00	(4)	20,813.01							20,813.01
TOTAL			5,565,309.83		40,319.86		3,725,062.34		0.00	443,641.76		9,774,333.79

(*) 18 on 31/12/2019

(1) Said amount includes the sum of Euro 129,140.58 paid by Unipol Gruppo, as the consideration for the secondment of several Key Managers.

(2) Part of that amount was incurred for Euro 55,853.25 by Unipol Gruppo to which some Key Managers of the Company are partially seconded.

(3) Said amount includes the sum of Euro 13,778.51 paid to Unipol Gruppo for the secondment of several Key Managers.

(4) Compensation totalling Euro 899,756.32 is not shown for offices held in the subsidiaries and associates. Compensation not received but paid directly by the respective companies to Unipol Gruppo S.p.A. and/or to UnipolSai Assicurazioni S.p.A.

(5) On 2 April 2020, the Board of Directors decided to suspend all assessments for the recognition of the variable remuneration for 2019 for the General Manager and for all Executive personnel, postponing all related decisions to a later meeting of the Administrative Body to be held in the next few months, taking into account developments in the general scenario.

Table 2 - Stock options assigned to members of the Management body, General Managers and other Key Managers

[Table 2 is not completed as there are no stock option-based incentive plans.]

Tabella 3A – Piani di incentivazione basati su strumenti finanziari diversi dalle stock option, a favore dei componenti dell'organo di amministrazione, ai direttori generali e agli altri dirigenti con responsabilità strategiche

(A)	(B)	(1)	Strumenti finanziari assegnati negli esercizi precedenti non <i>vested</i> nel corso dell'esercizio		Strumenti finanziari assegnati nel corso dell'esercizio					Strumenti finanziari <i>vested</i> nel corso dell'esercizio e non attribuiti	Strumenti finanziari <i>vested</i> nel corso dell'esercizio e attribuibili		Strumenti finanziari di competenza dell'esercizio	
			(2)	(3)	(4)	(5)	(6)	(7)	(8)		(9)	(10)		(11)
Cognome e Nome	Carica	Piano	Numero e tipologia di strumenti finanziari	Periodo di <i>vesting</i>	Numero e tipologia di strumenti finanziari	Fair Value alla data di assegnazione	Periodo di <i>vesting</i>	Data di assegnazione	Prezzo di mercato all'assegnazione	Numero e tipologia di strumenti finanziari	Numero e tipologia di strumenti finanziari	Valore alla data di maturazione	Fair Value	
(l) Compensi nella società che redige il bilancio														
LATERZA Matteo	Direttore Generale	STI 2019 (18 Aprile 2019)			21.752 n. massimo di azioni Unipol Gruppo potenzialmente attribuibili, al pieno raggiungimento di tutti gli obiettivi, al termine del periodo di <i>vesting</i> .	99.167,37	2019	18 Aprile 2019	4.5590				0,00	
					39.348 n. massimo di azioni UnipolSai potenzialmente attribuibili, al pieno raggiungimento di tutti gli obiettivi, al termine del periodo di <i>vesting</i> .	95.934,36							2.4381	0,00
		LTI 2019 - 2021 (18 Aprile 2019)			97.884 n. massimo di azioni Unipol Gruppo potenzialmente attribuibili, al pieno raggiungimento di tutti gli obiettivi, al termine del periodo di <i>vesting</i> .	446.252,52	2019-2021	18 Aprile 2019	4.5590					0,00
					177.067 n. massimo di azioni UnipolSai potenzialmente attribuibili, al pieno raggiungimento di tutti gli obiettivi, al termine del periodo di <i>vesting</i> .	431.707,41								2.4381
Altri Dirigenti con Responsabilità Strategiche (n. 24, di cui n. 18 al 31/12/2019)		STI 2019 (18 Aprile 2019)			151.733 n. massimo di azioni Unipol Gruppo potenzialmente attribuibili, al pieno raggiungimento di tutti gli obiettivi, al termine del periodo di <i>vesting</i> .	691.750,75	2019	18 Aprile 2019	4.5590				0,00	
					274.480 n. massimo di azioni UnipolSai potenzialmente attribuibili, al pieno raggiungimento di tutti gli obiettivi, al termine del periodo di <i>vesting</i> .	669.209,69							2.4381	0,00
		LTI 2019 - 2021 (18 Aprile 2019)			558.715 n. massimo di azioni Unipol Gruppo potenzialmente attribuibili, al pieno raggiungimento di tutti gli obiettivi, al termine del periodo di <i>vesting</i> .	2.547.180,49	2019-2021	18 Aprile 2019	4.5590					0,00
					1.010.688 n. massimo di azioni UnipolSai potenzialmente attribuibili, al pieno raggiungimento di tutti gli obiettivi, al termine del periodo di <i>vesting</i> .	2.464.157,90								2.4381

(II) Compensi da controllate e collegate												
LATERZA Matteo	Direttore Generale											
Altri Dirigenti con Responsabilità Strategiche (n. 24, di cui n. 18 al 31/12/2019)												
(III) Totale						Euro 7.445.360,49					Euro 0,00	Euro 0,00

Colonna (4), Righe L TI 2019-2021: numero massimo di Azioni potenzialmente attribuibili, in **cinque tranches** a partire dal 2023 e per i successivi quattro anni per il Direttore Generale e per i Dirigenti con Responsabilità strategiche appartenenti alla Fascia Executive, in **tre tranches** a partire dal 2023 e per i successivi due anni per i Dirigenti con Responsabilità strategiche non appartenenti alla Fascia Executive, subordinatamente al raggiungimento degli obiettivi ed ai termini ed alle condizioni del Piano 2019-2021.

Colonna (5): In tale importo sono compresi € 115.224,61 che saranno sostenuti da altre società del Gruppo presso le quali i Dirigenti con Responsabilità strategiche e il Direttore Generale della società sono parzialmente distaccati.

Colonna (8): prezzi delle Azioni registrati alla data di assegnazione.

Colonne (10)(11)(12): il Consiglio di Amministrazione del 2 aprile 2020 ha deliberato di sospendere ogni valutazione in merito al riconoscimento della remunerazione variabile di competenza dell'esercizio 2019 per il Direttore Generale, e per tutto il personale Dirigente, rinviando ogni decisione in merito ad una successiva riunione dell'Organo Amministrativo, da fissarsi nei prossimi mesi tenuto conto dell'evoluzione del contesto generale.

Tabella 3B – Piani di incentivazione monetari a favore dei componenti dell'organo di amministrazione, dei direttori generali e degli altri dirigenti con responsabilità strategiche

Cognome e Nome	Carica	(1) Piano	(2)			(3)			(4)
			Bonus dell'anno			Bonus anni precedenti			Altri bonus
			(A) Erogabile	(B) Differito	(C) Periodo di differimento	(A) Non più erogabili	(B) Erogato	(C) Ancora differiti	
(I) Compensi nella società che redige il bilancio									
LATERZA Matteo	Direttore Generale	IBT 2018 (24 Aprile 2018)					343.124,99		
		STI 2019 (18 Aprile 2019)							
		LTI 2019-2021 (18 Aprile 2019)							
									135.000,00
Altri Dirigenti con Responsabilità Strategiche (n. 24, di cui n. 18 al 31/12/2019)		IBT 2018 (24 Aprile 2018)					3.184.039,59		
		STI 2019 (18 Aprile 2019)							
		LTI 2019-2021 (18 Aprile 2019)							
									630.000,00
(II) Compensi da controllate e collegate									
LATERZA Matteo	Direttore Generale								
Altri Dirigenti con Responsabilità Strategiche (n. 24, di cui n. 18 al 31/12/2019)									
(III) Totale			Euro 0,00	Euro 0,00			Euro 3.527.164,58		Euro 765.000,00

Colonne (2)(A) e (2)(B): il Consiglio di Amministrazione del 2 aprile 2020 ha deliberato di sospendere ogni valutazione in merito al riconoscimento della remunerazione variabile di competenza dell'esercizio 2019 per il Direttore Generale, e per tutto il personale Dirigente, rinviando ogni decisione in merito ad una successiva riunione dell'Organo Amministrativo, da fissarsi nei prossimi mesi tenuto conto dell'evoluzione del contesto generale.

Colonna (3) (B): In tale importo sono compresi € 55.852,25 sostenuti da altre società del Gruppo presso le quali i Dirigenti con Responsabilità strategiche e il Direttore Generale sono parzialmente distaccati

Investments of members of the Administration and Control Bodies, the General Manager and Key Managers

Table 1: Investments of members of the Administration and Control Bodies and of General Managers							
Surname and Name	Office held	Investee company	Class of shares	Number of shares held at the end of the previous year	Number of shares purchased	Number of shares sold	Number of shares held at the end of the current year
CIMBRI Carlo	Chairman	UnipolSai Assicurazioni S.p.A.	ORD	0	889,047 (*)	408,962 (**)	480,085
CERCHIAI Fabio	Deputy Chairman	UnipolSai Assicurazioni S.p.A.	ORD	150,000	0	0	150,000
DE BENETTI Cristina	Director	UnipolSai Assicurazioni S.p.A.	ORD	4,000	0	0	4,000
GIOVETTI Vittorio	Director	UnipolSai Assicurazioni S.p.A.	ORD	9,650	0	0	9,650 (a)
LATERZA Matteo	General Manager	UnipolSai Assicurazioni S.p.A.	ORD	0	162,696 (*)	74,840 (**)	87,856

(*) Assignment free of charge on 25 April 2019 of UnipolSai shares, as set forth in the Compensation Plan based on financial instruments (Performance Share type), intended for the managers of Unipol Group companies for 2016-2018 (first tranche).

(**) Shares sold in the period 26-30 April 2019, to pay tax expenses connected to the assignment of shares in accordance with the Compensation Plans based on financial instruments (Performance Share type), assigned on 25 April 2019.

(a) Referring to the period 1 January-17 April 2019.

Table 2: Investments of other Key Managers						
Number of Key Managers	Investee company	Class of shares	Number of shares held at the end of the previous year	Number of shares purchased	Number of shares sold	Number of shares held at the end of the current year
24 (*)	UnipolSai Assicurazioni S.p.A.	ORD	3,600	879,120 (1)	420,938 (2)	461,782 (3)

(*) of which 18 on 31 December 2019.

(1) Assignment free of charge on 25 April 2019 of 878,620 shares, as set forth in the Compensation Plan based on financial instruments (Performance Share type), intended for the managers of Unipol Group companies for 2016-2018 (first tranche).

(2) Of which 404,165 shares sold in the period 26-30 April 2019, to pay tax expenses connected to the assignment of shares in accordance with the Compensation Plans based on financial instruments (Performance Share type), assigned on 25 April 2019.

(3) of which 1,100 shares held by spouse.

PART THREE

Audit of the Key Functions

The Key Functions of the Company conduct audits, within their scope of responsibility, on the implementation of the remuneration policies adopted at least once a year.

The activities and the results of said audits are summarised below.

Ex ante audits of the Risk Management Function and the Compliance and Anti-Money Laundering Function

The Risk Management Function and the Compliance and Anti-Money Laundering Function have examined the Remuneration Policies that will be submitted to the approval of the Shareholders' Meeting of UnipolSai convened to approve the 2019 financial statements.

The results of the audit activities, in reference to the Compliance and Anti-Money Laundering Function, confirmed that the Insurance Segment Policies, which the Company plans to adopt for 2020, are in line with regulatory requirements, comply with statutory provisions and are consistent with principles established in the Charter of Values and Code of Ethics of the Group, and, with reference to the Risk Management Function, the objectives and principles of the Policies and their breakdown are in line with the Company's risk appetite, in accordance with regulatory provisions in force.

Ex-post audits of the Audit Function

The Audit Function must ensure that the Remuneration policies are correctly applied, in accordance with the guidelines established by the Board of Directors, with a view to the efficiency and protection of the Company's assets.

To this end, audits have been conducted to ensure consistency between that implemented in 2019 and that envisaged by the Remuneration Policies adopted by the pertinent bodies of UnipolSai and in force at the time.

No irregularities emerged from the audits carried out.

UnipolSai Assicurazioni S.p.A.

Registered office
Via Stalingrado, 45
40128 Bologna (Italy)

[PAGE LEFT BLANK]

**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.

*** **

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

[PAGE LEFT BLANK]

**REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS' MEETINGS ON THE SINGLE
ITEM ON THE AGENDA OF THE EXTRAORDINARY MEETING**

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.

*** **

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 reasons for the proposed amendments to the above articles of the By-Laws;
- ii) 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);
- iii) the increase in voting rights may be requested even for only part of the shares held by the holder;
- iv) 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;
- v) in order to ascertain 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.
- vi) without prejudice to that the increase in voting rights shall automatically accrue

after the 24th month from registration in the Special List, the acquisition of the increase in voting rights is ascertained 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;

- vii) 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;
- viii) 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;
- ix) 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 61.50% 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 76.16% 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)

Current text	New text
<p>Art. 5 – Business of the Company</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-</p>	<p>Art. 5 – Business of the Company</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p>

Current text	New text
<p>insurance, capitalizations or supplementary pension plans (including open pension funds) belong to the non-life sector.</p> <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, 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>Art. 6 – Share capital</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</p>	<p>Art. 6 – Share capital</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p>

Current text	New text
<p>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 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>[unchanged]</p> <p>The reserve for shares of the holding company is entirely allocated, for Euro 3,284,191.58, 1,708,127.95 to the operation of the non-life insurance and re-insurance business.</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p>
ART. 7 – Shares	ART. 7 – Shares

Current text	New text
<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>[unchanged]</p> <p>[unchanged]</p> <p>Each share gives the right to one vote, notwithstanding the provisions of the next paragraphs.</p> <p>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:</p> <ul style="list-style-type: none"> 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. <p>Without prejudice to that the increase in voting rights shall automatically accrue after the 24th</p>

Current text	New text
	<p>month from registration in the Special List The acquisition of the increase in voting rights will be ascertained 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 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>

Current text	New text
	<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> <ul style="list-style-type: none"> 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 rights 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 right.

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"> 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 legitimate 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. <p>The increase in the voting right is extended:</p> <ul style="list-style-type: none"> 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

Current text	New text
	<p>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;</p> <p>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.</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> <p>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</p>

Current text	New text
	<p>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;</p> <p>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.</p> <p>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.</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>

Current text	New text
	<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>Article 10 – Participation and representation in the Shareholders’ Meeting</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 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>Article 10 – Participation and representation in the Shareholders’ Meeting</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p>

Current text	New text
<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>Each share gives the right to one vote.</p>
<p>ART. 15 – Meetings of the Board of Directors</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 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</p>	<p>ART. 15 – Meetings of the Board of Directors</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</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</p>

Current text	New text
<p>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>Effective Auditors, through any electronic means and/or devise with certified receipt through suitable means in consideration of the notice period, at least five days before or, in case of urgency, at least forty eight twelve 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>[unchanged]</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>[unchanged]</p>
<p>If the above is not possible, the meeting is chaired by another Director designated by the Board.</p>	<p>[unchanged]</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>[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.*

Without prejudice to that the increase in voting rights shall automatically accrue after the 24th month from registration in the Special List, the acquisition of the increase in voting rights will be ascertained 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.

Registered Office
via Stalingrado, 45
40128 Bologna (Italy)
unipolsaiassicurazioni@pec.unipol.it
tel. +39 051 5077111
fax +39 051 7096584

Share capital
€ 2.031.456.338,00
Bologna Register of Companies
Tax No. 00818570012
VAT No. 03740811207
R.E.A. No. 511469

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

unipolsai.com
unipolsai.it



unipolsai.com
unipolsai.it

UnipolSai Assicurazioni S.p.A.
Registered Office
Via Stalingrado, 45
40128 Bologna