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CONNECT

Informazione Regolamentata n. 0230-20-2021	Data/Ora Ricezione 19 Marzo 2021 07:20:57	MTA
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Societa' : UNIPOLSAI  
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Data/Ora Inizio : 19 Marzo 2021 07:20:58  
Diffusione presunta  
Oggetto : UnipolSai: notice of ordinary and  
extraordinary shareholders' meeting

*Testo del comunicato*

It transmits the English translation of the notice published in Italian language in summary form today in the daily newspaper "Il Sole 24 Ore". It is also transmitted together with the full version of the notice.

## UnipolSai Assicurazioni S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Share Capital € 2,031,456,338.00 fully paid-up  
Tax Identification Number and Bologna Companies' Register Number 00818570012 - Company entered in the Register of Insurance Companies under number 1.00006  
Subject to the management and coordination of Unipol Gruppo S.p.A. - and belongs to the Unipol Insurance Group, entered under Number 046 of the Register of holding companies

### EXCERPT FROM THE NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING (pursuant to article 125-bis, paragraph 1, Legislative Decree 58/1998)

## NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

A combined ordinary and extraordinary session of the Shareholders' Meeting of UnipolSai Assicurazioni S.p.A. is hereby called for 28 April 2021, at 10.30 am, at the corporate headquarters at Porta Europa, in Bologna, Via Stalingrado 37, to decide on the following

### AGENDA

#### In the ordinary session

##### 1. 2020 financial statements.

- Approval of the financial statements as at 31 December 2020; Directors' Report; Report by the Board of Statutory Auditors and Independent Audit Report. Consequent and related resolutions.
- Allocation of the profits for the 2020 financial year and dividend distribution. Consequent and related resolutions.

##### 2. Composition of the Board of Directors.

- Appointment of a Director pursuant to article 2386, paragraph 1 of the Civil Code. Consequent and related resolutions.
- Resignation of a Director. Consequent and related resolutions.

##### 3. Appointment and remuneration of the Board of Statutory Auditors and its Chairperson for financial years 2021, 2022 and 2023.

- Appointment of the Board of Statutory Auditors and its Chairperson for financial years 2021, 2022 and 2023. Consequent and related resolutions.
- Setting the remuneration of the Board of Statutory Auditors for financial years 2021, 2022 and 2023. Consequent and related resolutions.

##### 4. Report on the policy on remuneration and on the payments made. Consequent and related resolutions.

- Approval of the first section of the Report on the policy on remuneration and on the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree 58/1998 (Consolidated Law on Finance) and articles 41 and 59 of Institute for the Supervision of Insurance "IVASS" Regulation 38/2018.
- Resolution on the second section of the Report on the policy on remuneration and on the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree 58/1998 (Consolidated Law on Finance).

##### 5. Acquisition and disposal of treasury shares and shares of the parent company. Consequent and related resolutions.

##### 6. Settlement of the proceedings before the Court of Milan - Special Company Division - regarding the actions for liability taken in 2013 and 2014 by UnipolSai Assicurazioni S.p.A. and other Unipol Group companies against members of the Ligresti family, former directors and former statutory auditors of Fondiaria-SAI S.p.A., Milano Assicurazioni S.p.A. and some of their subsidiaries and other defendants. Consequent and related resolutions.

#### In the extraordinary session

##### 1. Amendments to the articles of association. Consequent and related resolutions.

- Amendment to article 6 ("Capital Measurement") in order to update the equity elements of the Non-Life and Life operations in accordance with article 5 of ISVAP (Supervisory Body for Private Insurance) Regulation no. 17 of 11 March 2008.
- Amendment of articles 23 ("Statutory Auditors") and 24 ("Appointment and remuneration") with reference to the number of alternate auditors on the Board of Statutory Auditors.

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#### Attendance and representation at Shareholders' Meetings

Anyone who holds voting rights at the close of business on 19 April 2021 (record date) and for whom the Company has received the notification from the authorised intermediary shall be entitled to attend the Shareholders' Meeting and exercise their voting rights.

Anyone who only comes into ownership of the shares after 19 April 2021 shall not have the right to attend or vote at the Shareholders' Meeting.

Holders of ordinary shares of UnipolSai Assicurazioni that are not deposited with Monte Titoli S.p.A. may only exercise the rights related to these shares if they deliver them to an intermediary to enter them into the centralised management system.

Due to the emergency caused by the Covid-19 epidemic and in order to ensure maximum protection

of the health of the shareholders, company representatives, employees and consultants of the Company, as permitted under article 3, paragraph 6 of Law Decree 183 of 31 December 2020, converted with amendments into Law 21 of 26 February 2021, **eligible parties may attend the Shareholders' Meeting, without going to where it is to be held, exclusively by proxy given to the designated representative pursuant to article 135-undecies of the Consolidated Law on Finance** (the "Designated Representative") using the mechanisms described herein.

Persons with voting rights who intend to attend the Shareholders' Meeting must give a proxy to the Designated Representative containing voting instructions on all or some of the items on the agenda. The proxy must be given to the Designated Representative by the end of the 2nd trading day before the date of the Shareholders' Meeting, and therefore by **26 April 2021**, following the required procedures and using the specific form that will be available on the Company website [www.unipolsai.com](http://www.unipolsai.com) under the section *Governance/Shareholders' Meetings/2021/Ordinary and Extraordinary Shareholders' Meeting of 28 April 2021*, which will also explain the mechanisms that can be used to give notice of the proxies electronically or to withdraw, within the above-mentioned deadline, any proxies or voting instructions given. Alternatively, the proxy given to the Designated Representative may be sent, **by 12.00 p.m. on 27 April 2021** using the specific web application prepared and managed directly by Computershare S.p.A., through which the proxy form for the Designated Representative can be filled out with a guided procedure. The proxy will only be valid only if voting instructions have been given.

The Company appointed Computershare S.p.A. with offices in Turin, Via Nizza 262/73, as the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance. The Designated Representative will be available for clarifications or information at +39 011 0923226 or at the email address [sedeto@computershare.it](mailto:sedeto@computershare.it).

Holders of shares deposited with the Company may attend the Shareholders' Meeting exclusively through the Designated Representative, subject to communication sent to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) or by fax to +39 055 4792006, or by calling +39 055 4794308.

Shareholders are reminded that there will be no voting by correspondence or by electronic means for this Shareholders' Meeting.

#### Documentation and further information

The full notice calling the Shareholders' Meeting, available on the Company website ([www.unipolsai.com](http://www.unipolsai.com), under the section *Governance/Shareholders' Meetings/2021/Ordinary and Extraordinary Shareholders' Meeting 28 April 2021*), contains all the information and detailed instructions on the rights that may be exercised by shareholders regarding attendance and representation at the Shareholders' Meetings, the right to submit questions and any additions to the agenda and to submit proposals on items that were already on the Shareholders' Meeting agenda.

The reports and proposed resolutions on items on the agenda will be made available to the public at the registered office and published on the aforementioned Company website, and on the website of the authorised storage mechanism *eMarket Storage* ([www.emarketstorage.com](http://www.emarketstorage.com)) in accordance with the law, and will be transmitted to requesting parties.

The following will be available to the public:

- from today's date, the Directors' Report regarding item 3 of the agenda for the ordinary session;
  - by 25 March 2021, the Directors' Report regarding item 6 of the agenda for the ordinary session, along with the Information Document drawn up in accordance with article 5 of the Rules on Related Party Transactions adopted by Consob with Decision 17221 of 12 March 2010 as amended;
  - by 29 March 2021, the Directors' Report regarding items 1, 2 and 5 of the agenda for the ordinary session and on the only item in the extraordinary session;
  - by 6 April 2021, (i) the Annual Report and other documents pursuant to Article 154-ter, paragraph 1 of the Consolidated Law on Finance, (ii) the Annual report on corporate governance and ownership structure and (iii) the Directors' Report with the proposed resolutions regarding item 4 on the agenda for the ordinary session.
  - by 7 April 2021, any lists of candidates for the appointment of the board of statutory auditors.
- By 13 April 2021, the financial statements of the subsidiaries and associated companies shall be made available at the registered office.

Bologna, 19 March 2021

The Chairman of the Board of Directors  
Carlo Cimbrì

## NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

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### AGENDA

#### In the ordinary session

##### **1. 2020 financial statements.**

- a) Approval of the financial statements as at 31 December 2020; Directors' Report; Report by the Board of Statutory Auditors and Independent Audit Report. Consequent and related resolutions.
- b) Allocation of the profits for the 2020 financial year and dividend distribution. Consequent and related resolutions.

##### **2. Composition of the Board of Directors.**

- a) Appointment of a Director in accordance with article 2386, paragraph 1 of the Civil Code. Consequent and related resolutions.
- b) Resignation of a Director. Consequent and related resolutions.

##### **3. Appointment and remuneration of the Board of Statutory Auditors and its Chairperson for financial years 2021, 2022 and 2023.**

- a) Appointment of the Board of Statutory Auditors and its Chairperson for financial years 2021, 2022 and 2023. Consequent and related resolutions.
- b) Setting the remuneration of the Board of Statutory Auditors for financial years 2021, 2022 and 2023. Consequent and related resolutions.

##### **4. Report on the policy on remuneration and on the payments made. Consequent and related resolutions.**

- a) Approval of the first section of the Report on the policy on remuneration and on the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree 58/1998 (Consolidated Law on Finance) and articles 41 and 59 of Institute for the Supervision of Insurance "IVASS" Regulation 38/2018.
- b) Resolution on the second section of the Report on the policy on remuneration and on the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree 58/1998 (Consolidated Law on Finance).

##### **5. Acquisition and disposal of treasury shares and shares of the parent company. Consequent and related resolutions.**

##### **6. Settlement of the proceedings before the Court of Milan - Special Company Division - regarding the actions for liability taken in 2013 and 2014 by UnipolSai Assicurazioni S.p.A. and other Unipol Group companies against members of the Ligresti family, former directors and former statutory auditors of Fondiaria-SAI S.p.A., Milano Assicurazioni S.p.A. and some of their subsidiaries and other defendants. Consequent and related resolutions.**

#### In the extraordinary session

##### **1. Amendments to the articles of association. Consequent and related resolutions.**

- a) Amendment to article 6 ("Capital Measurement") in order to update the equity elements of the Non-Life and Life operations in accordance with article 5 of ISVAP (Supervisory Body for Private Insurance) Regulation no. 17 of 11 March 2008.
- b) Amendment of articles 23 ("Statutory Auditors") and 24 ("Appointment and remuneration") with reference

to the number of alternate auditors on the Board of Statutory Auditors.

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### Attendance and representation at Shareholders' Meetings

Anyone who holds voting rights at the close of business on 19 April 2021 (record date) and for whom the Company has received the notification from the authorised intermediary shall be entitled to attend the Shareholders' Meeting and exercise their voting rights.

Anyone who only comes into ownership of the shares after 19 April 2021 shall not have the right to attend or vote at the Shareholders' Meeting.

Holders of ordinary shares of UnipolSai Assicurazioni that are not deposited with Monte Titoli S.p.A. may only exercise the rights related to these shares if they deliver them to an intermediary to enter them into the centralised management system.

Due to the emergency caused by the Covid-19 epidemic and in order to ensure maximum protection of the health of the shareholders, company representatives, employees and consultants of the Company, as permitted under article 3, paragraph 6 of Law Decree 183 of 31 December 2020, converted with amendments into Law 21 of 26 February 2021 (the "Milleproroghe (thousand extensions) Decree"), **eligible parties may attend the Shareholders' Meeting, without going to where it is to be held, exclusively by proxy given to the designated representative pursuant to article 135-undecies of the Consolidated Law on Finance** (the "Designated Representative") using the mechanisms described herein.

Attendance at the Shareholders' Meeting by members of the corporate bodies, the secretary and the Designated Representative, and any other parties authorised for this by the chairperson of the board of directors, in accordance with the measures to contain the Covid-19 epidemic as provided by the applicable provisions of the law, may also, or exclusively, be through means of video/telecommunication, with mechanisms that the chairperson will define and communicate to each of the above-mentioned parties in accordance with applicable laws in that case.

Persons with voting rights who intend to attend the Shareholders' Meeting must give a proxy to the Designated Representative containing voting instructions on all or some of the items on the agenda. The proxy must be given to the Designated Representative by the end of the 2nd trading day before the date of the Shareholders' Meeting, and therefore **by 26 April 2021**, following the required procedures and using the specific form that will be available on the Company website [www.unipolsai.com](http://www.unipolsai.com) under the section *Governance/Shareholders' Meetings/2021/Ordinary and Extraordinary Shareholders' Meeting of 28 April 2021*, which will also explain the mechanisms that can be used to give notice of the proxies electronically or to withdraw, within the above-mentioned deadline, any proxies or voting instructions given. Alternatively, the proxy given to the Designated Representative may be sent, **by 12.00 p.m. on 27 April 2021** using the specific web application prepared and managed directly by Computershare S.p.A., through which the proxy form for the Designated Representative can be filled out with a guided procedure.

The proxy will only be valid only if voting instructions have been given.

The Company appointed Computershare S.p.A. with offices in Turin, Via Nizza 262/73, as the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance. The Designated Representative will be available for clarifications or information at +39 011 0923226 or at the email address [sedeto@computershare.it](mailto:sedeto@computershare.it).

As permitted by the above-mentioned *Milleproroghe* Decree, proxies and/or sub-proxies may also be given to said Designated Representative in accordance with article 135-novies of the Consolidated Law on Finance, as an exception to article 135-undecies, paragraph 4 of the Consolidated Law on Finance, using the form available on the Company's website within the deadline indicated.

Holders of shares deposited with the Company may attend the Shareholders' Meeting exclusively through the Designated Representative, subject to communication sent to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) or by fax to +39 055 4792006, or by calling +39 055 4794308.

Shareholders are reminded that there will be no voting by correspondence or by electronic means for this Shareholders' Meeting.

#### **Questions on the items on the agenda**

Pursuant to article 127-ter of the Consolidated Law on Finance, anyone with voting rights may submit questions on the items on the agenda prior to the Shareholders' Meeting, by sending a registered letter to UnipolSai Assicurazioni S.p.A. – Segreteria Generale – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by fax to +39 055 4792006, or to by email to the certified email address: [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) or by filling out the specific form available on the website [www.unipolsai.com](http://www.unipolsai.com) under the section *Governance/Shareholders' Meetings/2021/Ordinary and extraordinary Shareholders' Meeting of 28 April 2021*. The questions must be received by the record date, i.e. by **19 April 2021**.

Consideration will only be given to questions that are strictly pertinent to the items on the agenda. Submitters must provide their personal details (surname and name or business name in the case of a company, place and date of birth and tax identification number) and documentation proving the right to vote issued by the depository intermediary, to the address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it).

If a shareholder has requested notification of its right to attend the Shareholders' Meeting from its depository intermediary, it will be sufficient to include reference to said notice issued by the intermediary in the request or, at least, the name of the intermediary.

Questions received before the Shareholders' Meeting will be answered at the latest by 26 April by publication on the Company's website, with the option for the Company to provide a single answer to questions with similar content.

#### **Additions to the agenda and submission of proposals on matters already on the agenda pursuant to article 126-bis of the Consolidated Law on Finance**

Pursuant to article 126-bis of the Consolidated Law on Finance, shareholders who, individually or jointly, represent one fortieth of the share capital, may, within ten days from publication of this notice, so **by 29 March 2021**, request other items to be added to the agenda, specifying the additional items proposed in their request, or submit resolution proposals on items already on the agenda. No additions shall be permitted for topics on which the Shareholders' Meeting will decide, in accordance with the law, upon proposal by the directors or on the basis of a project or report it has prepared, besides those described under article 125-ter, paragraph 1, of the Consolidated Law on Finance.

Requests must be made in writing by registered letter with notice of receipt to UnipolSai Assicurazioni S.p.A. – Segreteria Generale - Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by certified email to: [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it).

Certification proving ownership of the shares held by the shareholders making the request, and the shareholding required to request additions to the agenda must be provided in a specific notice issued by the depository intermediary, valid as of the date of the request, addressed to [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it).

Any additions to the agenda shall be notified in the same manner provided under the law for notices calling the Shareholders' Meeting, in accordance with the terms required by prevailing law.

Shareholders requesting additions to the agenda of the Shareholders' Meeting must prepare a report stating the reasons for the proposed resolutions on new items submitted for discussion or the reasons for additional proposed resolutions on items already on the agenda; said report must be sent to the board of directors within the deadline for submitting the request to add items to the agenda.

#### **Right to submit proposed resolutions individually prior to the Shareholders' Meeting**

In addition to the above, since the Shareholders' Meeting can only be attended by the Designated Representative, parties entitled to attend the Shareholders' Meeting who wish to make proposed resolutions on the topics on the agenda are asked to make them beforehand, by **12 April 2021**. These proposals where pertinent, will be published on the Company's website by the following 13 April so that the parties entitled to vote can express themselves, on an informed basis, also taking account of the new proposals, and allow the Designated Representative to gather any voting instructions relating to them. The requesting party will have to provide documentation proving its right to attend the Shareholders' Meeting and the issue of a proxy to the Designated Representative to attend the Shareholders' Meeting.

### Appointment of the Board of Statutory Auditors

With respect to the appointment of the Board of Statutory Auditors, article 24 of the articles of association provides for a list voting mechanism which allows, as required under current law, a statutory member and an alternate member of the Board of Statutory Auditors to be elected from the minority list and the Chairperson of the Board to be a statutory member elected from the minority list.

Reference should be made to the articles of association and the directors' report for the Shareholders' Meeting for all matters not specified herein. Eligible parties must submit lists within the deadline and in accordance with the procedures and the limits set out in the aforementioned article 24 of the articles of association and CONSOB departmental decision no. 44 of 29 January 2021 which established the minimum shareholding percentage required to submit lists. The lists containing the names of the candidates must be filed at the registered office of the Company in Bologna, Via Stalingrado 45 or sent to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it), at least twenty-five days before the date scheduled for the Shareholders' Meeting (and, therefore, **by 3 April 2021**), by shareholders who, individually or jointly with other shareholders contributing to the submission of the same list, prove that they own a total of at least 1% of the share capital with voting rights at the Ordinary session of the Shareholders' Meeting. Certification of this shareholding quota must be shown by specific notifications provided by the depository intermediaries of the shares, valid up to 3 April 2021, and sent to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) even after the lists have been filed and, in any case, by 7 April 2021. If only one list has been submitted, or only lists submitted by interconnected shareholders pursuant to article 144-*quinquies* of CONSOB issuers' regulation by the deadline for filing the lists, additional lists may be submitted up to the third day following 3 April 2021 (and, therefore, by 6 April 2021); in this case, the threshold for presenting the list is reduced to 0.50% of the share capital with voting rights.

Shareholders submitting a "minority list" must also follow the guidelines issued by CONSOB in communication DEM/9017893 of 26 February 2009. In particular, shareholders wishing to submit a "minority list" must file, together with the list, a declaration certifying the absence of connection, even indirect, with the majority shareholder pursuant to article 144-*quinquies* of the Issuers' Regulation.

The new board of statutory auditors must be appointed in accordance with the regulation on gender equality introduced by Law 120 of 12 July 2011, according to the procedures envisaged by articles 24 and 33 of the articles of association.

### Information on share capital

As of today's date, the share capital of UnipolSai Assicurazioni is €2,031,456,338.00, divided into 2,829,717,372 ordinary shares without par value. As at the same date, 2,829,023,737 shares have voting rights, excluding treasury shares and those held by subsidiaries.

### Documentation and further information

Further information and detailed instructions on the rights that may be exercised by shareholders and on how to give proxies/sub-proxies and instructions to the Designated Representative can be found on the Company website [www.unipolsai.com](http://www.unipolsai.com) under the section *Governance/Shareholders' Meetings/2021/Ordinary and extraordinary Shareholders' Meeting of 28 April 2021*.

The reports and proposed resolutions on items on the agenda will be made available to the public at the registered office and published on the aforementioned Company website, and on the website of the authorised storage mechanism *eMarket Storage* ([www.emarketstorage.com](http://www.emarketstorage.com)) in accordance with the law, and will be transmitted to requesting parties.

The following will be available to the public:

- from today's date, the Directors' Report regarding item 3 of the agenda for the ordinary session;
- by 25 March 2021, the Directors' Report regarding item 6 of the agenda for the ordinary session, along with the Information Document drawn up in accordance with article 5 of the Rules on Related Party Transactions adopted by Consob with Decision 17221 of 12 March 2010 as amended;

- by 29 March 2021, the Directors' Report regarding items 1, 2 and 5 of the agenda for the ordinary session and on the only item in the extraordinary session;
- by 6 April 2021, (i) the Annual Report and other documents pursuant to Article 154-ter, paragraph 1 of the Consolidated Law on Finance, (ii) the Annual report on corporate governance and ownership structure and (iii) the Directors' Report with the proposed resolutions regarding item 4 on the agenda for the ordinary session.
- by 7 April 2021, any lists of candidates for the appointment of the board of statutory auditors.

By 13 April 2021, the financial statements of the subsidiaries and associated companies shall be made available at the registered office.

The shareholders may obtain copies of said documentation.

Bologna, 19 March 2021

The Chairperson of the Board of Directors  
*Carlo Cimbri*

Fine Comunicato n.0230-20

Numero di Pagine: 8