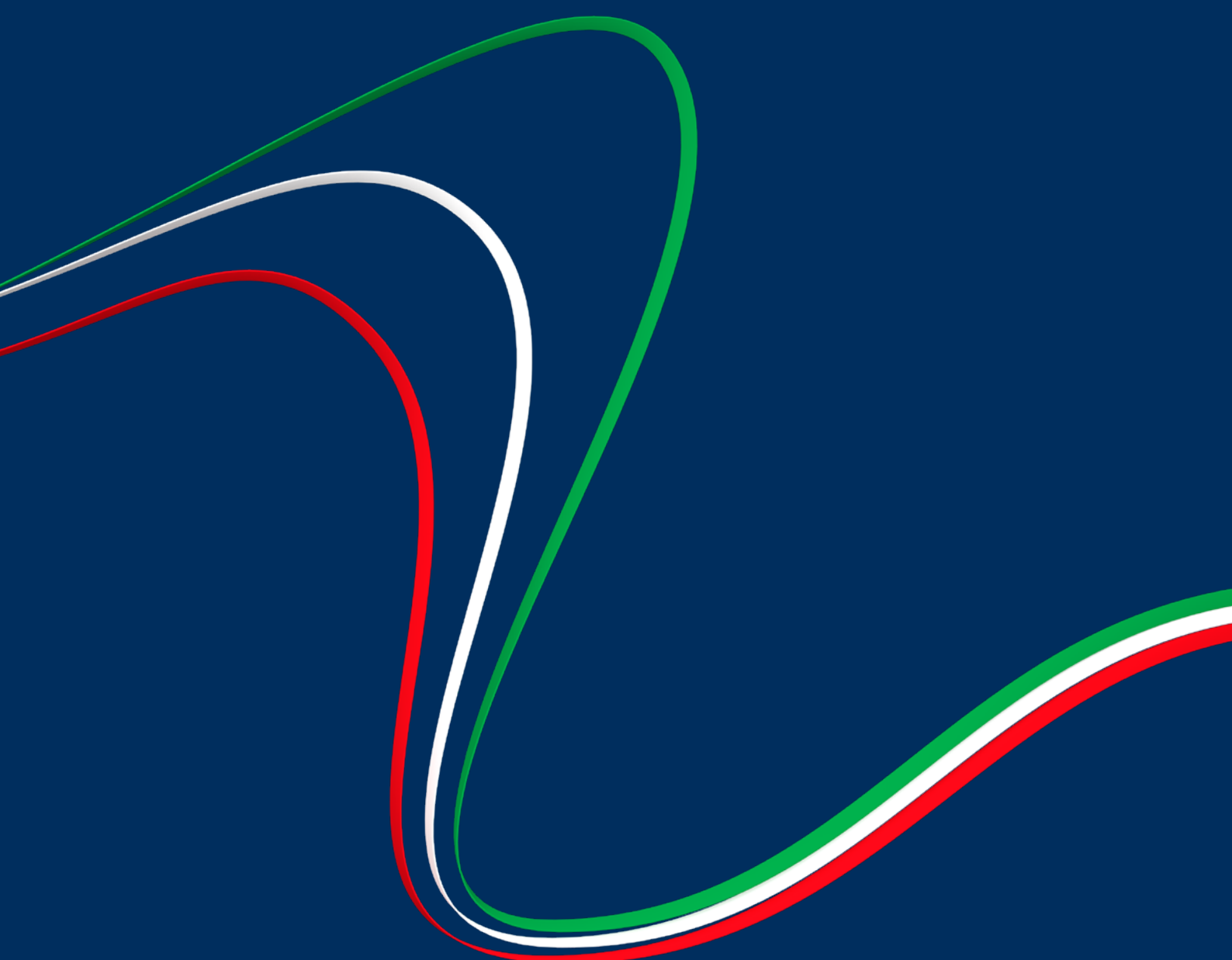




Unipol
GRUPPO



2020

**Directors' Reports and proposals on the items of the agenda
of the Shareholders' Meeting of April 29, 2021**

ORDINARY SHAREHOLDERS' MEETING

29 APRIL 2021 ON A SINGLE CALL

REPORTS OF THE BOARD OF DIRECTORS

(prepared pursuant to Art. 125-ter of Italian Legislative Decree no. 58 of 24 February 1998 and Arts. 72 and 73 of CONSOB Issuers' Regulation)

AGENDA

ORDINARY SHAREHOLDERS' MEETING

1. **2020 Financial Statements.**

- a) Approval of the Financial Statements as at 31 December 2020; Report of the Board of Directors; Board of Statutory Auditors' and Independent Auditors' Reports. Related and consequent resolutions.
- b) Allocation of the profit for the year 2020 and distribution of the dividend. Related and consequent resolutions.

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

3. **Report on the remuneration policy and on compensation paid. Related and consequent resolutions.**

- a) Approval of the first section of the Report on the remuneration policy and on compensation paid, pursuant to Art. 123-*ter*, paragraph 3 of Italian Legislative Decree 58/1998 (TUF) and Arts. 41, 59 and 93 of IVASS Regulation no. 38/2018.
- b) Resolution on the second section of the Report on the remuneration policy and on compensation paid, pursuant to Art. 123-*ter*, paragraph 6 of Italian Legislative Decree 58/1998 (TUF).

4. **Acquisition and disposal of treasury shares. Related and consequent resolutions.**

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

2020 Financial Statements.

- a) Approval of the Financial Statements as at 31 December 2020; Report of the Board of Directors; Board of Statutory Auditors' and Independent Auditors' Report. Related and consequent resolutions.
- b) Allocation of the profit for the year 2020 and distribution of the dividend. Related and consequent resolutions.

Dear Shareholders,

Concerning the description of the first item of the agenda for the Ordinary Shareholders' Meeting, please refer to the information published as required by law within the annual Financial Report and, in particular, to the issues included in the Management Report prepared by the Board of Directors of Unipol Gruppo S.p.A. ("Unipol" or the "Company") as well as the reports by the Board of Statutory Auditors and by the Independent Auditors, PricewaterhouseCoopers S.p.A.; the aforementioned documentation will be made publicly available in its entirety as prescribed by law at the Company's registered office and on its website (www.unipol.it) under *Governance/Shareholders' Meetings/2021/Ordinary Shareholders' Meeting - 29 April 2021*.

The consolidated financial statements and the other documents pursuant to Art. 154-ter, paragraph 1 of Italian Legislative Decree no. 58/1998, shall also be made available as described above.

In relation to the proposed distribution of the dividend, with reference to the recommendations formulated by the EU and national Authorities to adopt an extremely prudent stance owing to the persistence of the epidemiological situation, it should be noted that Unipol boasts significant current and forward-looking capital strength; in fact, at 31 December 2020, the individual Solvency Ratio stood at 2.16 x (using the Partial Internal Model as authorised by IVASS), with an excess capital of roughly €4.9 billion, net of the 2020 dividend. Therefore, it is believed that all the conditions are met, including therein the capital strength ratios, for distributing said dividend, with the company's capacity to absorb the impacts of the epidemiological emergency on its business model and on its solvency, liquidity and consolidated financial position remaining safeguarded.

The Board of Directors therefore hereby submits the following resolution proposals.

Proposed approval of the 2020 financial statements

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

- *having examined the draft financial statements of the Company at 31 December 2020;*
- *having examined the results of said draft financial statements, which recorded a profit for the year of €316,348,942.67;*

- *having viewed the Management Report of the Board of Directors at 31 December 2020;*
- *having accepted the Board of Statutory Auditors' Report and the report prepared by the Independent Auditors, PricewaterhouseCoopers S.p.A.;*

hereby resolves

to approve the financial statements of Unipol at 31 December 2020, accompanied by the Management Report and recording profit for the year of €316,348,942.67.

**Proposed approval of the allocation of profit for the year
and dividend distribution**

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

- *having approved the Company's financial statements at 31 December 2020, which recorded a profit for the year of €316,348,942.67 ("Profit for the year");*
- *having acknowledged that the legal reserve existing at 31 December 2020 and unchanged at the current date, has already reached the limit of 20% of the share capital;*
- *having also acknowledged that as things currently stand, the Company holds 379,825 ordinary treasury shares,*

hereby resolves

- *to approve the proposed allocation of the Profit for the year at 31 December 2020, in compliance with Art. 19 of the By-Laws as follows:*
 - *to the Extraordinary Reserve, €115,562,711.43;*
 - *the remainder of the profit, equal to 63.47% of the total, to the dividend for the 717,093,683 ordinary shares outstanding, at €0.28 per share and thus for a total of €200,786,231.24;*
- *to therefore approve the distribution of an overall unit dividend, also in consideration of the redistribution of the dividend pertaining to treasury shares, equal to €0.28 for each entitled ordinary share, for a total of €200,786,231.24, 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 set aside to the extraordinary reserve;*
- *to set the dividend payment date as 26 May 2021 (ex-dividend date of 24 May 2021 and record date of 25 May 2021)."*

Bologna, 18 March 2021

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,

We remind you that, on 15 September 2020, the Director of Unipol Gruppo S.p.A. ("Unipol" or the "Company") Mr. Paolo Alemagna, non-executive and non-independent, stepped down from office– due to professional reasons –, effective from 1 October 2020. On that last date, the Company's Board of Directors replaced the outgoing Director – pursuant to Art. 2386, paragraph 1 of the Italian Civil Code, with the favourable opinion of the Board of Statutory Auditors – with Mario Cifiello, whose term of office comes to an end at the time of this Shareholders' Meeting.

Therefore, pursuant to Art. 2386 of the Italian Civil Code, it is necessary to appoint a Director, recalling, in this regard, that according to the provisions of Art. 10 of the current By-Laws of Unipol, *if "during the year one or more Directors cease to hold office, as long as the majority still consists of Directors appointed by the Meeting, the procedure, pursuant to Art. 2386 of the Italian Civil Code, will be as follows:*

- i) the Board of Directors appoints the deputies from among the candidates belonging to the same list as the departing Directors in order starting with the first non-elected candidate, provided that, if the deputy must meet the requirements of independence and/or must belong to the least represented gender, the first unelected independent candidate on the same list will be appointed and/or the first unelected candidate belonging to the least represented gender on the same list;*
- ii) if the above list does not contain candidates not previously elected, the Board of Directors provides for the replacement of the departing Directors without observing the provisions of point i), while, nevertheless, respecting the gender proportion laid down by the laws and regulations in force."*

In this regard, it should be noted that:

- Mr. Alemagna had been appointed by the Company's Ordinary Shareholders' Meeting on 18 April 2019 from the majority list submitted by the Shareholders' Agreement and regarding Unipol shares (the "Majority List"), which included 19 candidates, 18 of whom (including Mr. Alemagna himself) had been then elected, along with the first candidate on the list that received the second greatest number of votes;
- considering that the last person of the Majority List, a candidate for replacing the outgoing Director pursuant to the Company's By-laws, had communicated that his professional commitments did not allow him to fulfil the position, at the present time, and with no additional candidates to be elected remaining on said list, the replacement rules set forth in the By-laws in relation to the list voting procedure did not apply in the case in point;
- the Board of Directors – in the meeting of 1 October 2020 referred to – appointed

therefore Mr. Mario Cifiello, pursuant to Art. 2386, paragraph 1 of the Italian Civil Code and the Company's By-laws in force, as non-executive Director, replacing Mr. Alemagna;

- with the date of this Shareholders' Meeting approaching, the last person of the aforementioned Majority List communicated that his professional commitments continue to prevent him from assuming the position.

Therefore, we invite you to appoint Mr. Mario Cifiello, whose experience and professional expertise are also listed in his CV, attached to this report, as Director of the Company.

We also inform you that – according to what is set forth in the documentation he submitted and the evaluations conducted in this respect by the Board of Directors of the Company upon his appointment – the candidate:

- meets the requirements laid out by applicable legislation;
- is in no situations of incompatibility pursuant to Italian Law no. 214/2011 on interlocking directorates;
- is not classified as an Independent Director, neither pursuant to Italian Legislative Decree no. 58 of 24 February 1998 (Consolidated Law on Finance) nor the Code of Corporate Governance of listed companies.

The appointment of Mr. Cifiello would continue to ensure the presence on the Board of Directors of the number of independent Directors prescribed by applicable legislation and compliance with the provisions on gender balance in force.

Should the Shareholders' Meeting approve his appointment, Mr. Cifiello's term of office will end along with that of the entire Board of Directors at the date of the Shareholders' Meeting called to approve the 2021 financial statements.

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

Proposal

The Ordinary Shareholders' Meeting of Unipol Gruppo S.p.A. (the "Company"),

- *after reviewing the Report of the Board of Directors,*
hereby resolves
- *to confirm the number of members of the Board of Directors as 19, as determined by the Ordinary Shareholders' Meeting of the Company on 18 April 2019;*
- *to appoint as Director of the Company, pursuant to Art. 2386, paragraph 1 of the Italian Civil Code, Mr. Mario Cifiello, born in Bologna on 25 June 1951, with address for purposes of his office at the registered office of the Company in Bologna, via Stalingrado 45, taxpayer ID code CFLMRA51H25A944K, Italian citizen, whose term of office will end along with that of the Directors in office and, therefore, at the time of the Shareholders' Meeting called to approve the financial statements at 31 December 2021;*

- *to confirm, for his benefit, the amount of annual remuneration due to the members of the Board of Directors, defined by the Shareholders' Meeting on 18 April 2019;*
- *to authorise the insurance coverage relating to risks connected to third-party civil liability deriving from the legal and contractual obligations inherent in the function of director and the connected legal protection, within the terms and in accordance with the procedures established by the aforementioned Shareholders' Meeting on 18 April 2019;*
- *to allow the Director thus appointed, pursuant to Art. 2390 of the Italian Civil Code and within the applicable legal limits, to be part, or become part, of Boards of Directors of other companies.*

Bologna, 18 March 2021

The Board of Directors

Annex CV of Mr. Mario Cifiello

Curriculum vitae

CIFIELLO MARIO

nato a Bologna (BO) il 25/06/1951

residente a Bologna- Via Rivabella 2/4

Cod. Fiscale CFLMRA51H25A944K

Titolo di studio: diploma maturità classica

Esperienze di lavoro

| | |
|------------------|--|
| Dal 1974 al 1984 | <ul style="list-style-type: none"> Buyer e capo Settore Acquisti di Coop Italia |
| Dal 1985 al 1994 | <ul style="list-style-type: none"> Direttore Commerciale di Coop Emilia Veneto |
| Dal 1994 al 1996 | <ul style="list-style-type: none"> Direttore del Canale Supermercati di Coop Adriatica |
| Dal 1996 al 2005 | <ul style="list-style-type: none"> Direttore Acquisti di Coop Italia |
| Dal 1998 al 1999 | <ul style="list-style-type: none"> Consigliere di Factorcoop Spa |
| Dal 1999 al 2017 | <ul style="list-style-type: none"> Consigliere di Coop Reno soc. coop (presidente del Consiglio di Gestione dal 2012 al 2014 e presidente del consiglio di sorveglianza dal 2014 al 2017) |
| Dal 2012 al 2015 | <ul style="list-style-type: none"> Amministratore Unico di Insieme Srl |
| Dal 2014 al 2015 | <ul style="list-style-type: none"> Consigliere di Coop Adriatica Scarl |
| Dal 2016 al 2019 | <ul style="list-style-type: none"> Componente la Consulta della Rappresentanza Sociale di Coop Alleanza 3.0 |

Incarichi amministrativi attualmente ricoperti:

| | |
|-------------------|---|
| Dal 25/07/2020 | <ul style="list-style-type: none"> Presidente di Coop Alleanza 3.0 soc. coop. (da giugno 2019 al 25/7/20 componente il Consiglio di Amministrazione) |
| Da settembre 2020 | <ul style="list-style-type: none"> Componente il Cda di Coop Italia |
| Da 28 luglio 2020 | <ul style="list-style-type: none"> Componente il Cda di TR Media |
| Da settembre 2020 | <ul style="list-style-type: none"> Componente il consiglio di Presidenza e la Direzione di Legacoop Nazionale |
| Da settembre 2020 | <ul style="list-style-type: none"> Componente il Consiglio di Presidenza di ANCC |
| Da settembre 2020 | <ul style="list-style-type: none"> Componente il Consiglio di Presidenza di Legacoop Bologna |
| Da settembre 2020 | <ul style="list-style-type: none"> Presidente di FICO.OP Srl |
| Da ottobre 2020 | <ul style="list-style-type: none"> Componente il consiglio di Amm.ne di Unipol Gruppo Finanziario Spa |
| Da ottobre 2020 | <ul style="list-style-type: none"> Componente il Consiglio di Amministrazione di Unipol Sai Assicurazioni |
| Dal 17/12/2020 | <ul style="list-style-type: none"> Amministratore Unico di Fin.Ca 3.0 Srl |
| | <ul style="list-style-type: none"> |

Villanova, 25/03/2021

In Fede

Mario Cifiello



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

Acquisition and disposal of treasury shares. Related and consequent resolutions.

Dear Shareholders,

It should firstly be recalled that the ordinary Shareholders' Meeting of Unipol Gruppo S.p.A. ("Unipol" or the "Company"), convened on 30 April 2020, authorised the Board of Directors to acquire and dispose of treasury shares within the meaning of Arts. 2357 and 2357-ter of the Italian Civil Code, for a period of 18 months from the decision of the Meeting, for a maximum amount of €300 million.

Based on these authorisations, in 2020, the Company acquired a total of 1,100,000 shares to serve the compensation plans based on financial instruments (performance share type), intended for the Managers of the companies of the Unipol Group for the three-year period 2016-2018, approved by the Shareholders' Meeting on 28 April 2016, and updated at the Shareholders' Meeting on 28 April 2017, in compliance with Art. 114-bis of the TUF, Italian Legislative Decree no. 58 of 24 February 1998 (the Consolidated Law on Finance, the "TUF" and the "2016-2018 Plan"), as well as the compensation plan for the three-year period 2019-2021, approved by the Shareholders' Meeting on 18 April 2019 (the "2019-2021 Plan").

On 27 April 2020, the Chief Executive Officer and Group CEO, the General Manager and the Managers of the Company were jointly allocated 1,043,783 treasury shares in the context of the 2016-2018 Plan.

On 11 December 2020, a total of 12,724 treasury shares were assigned to Company's Managers not falling under the category of Significant Risk Takers, to serve the 2019-2021 Plan in the form of Short Term Incentives (STI), pertaining to 2019.

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

Reasons and objectives

The authorisation for the acquisition and disposal of treasury shares aims to provide the Company with an instrument to pursue, in the interest of the Company itself and in accordance with applicable legislation, the following objectives:

- to use the treasury shares for their allocation for the purposes of the compensation plans based on financial instruments, pursuant to and in accordance with 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 a form of investment 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 acquire treasury shares is not, at present, directed at reductions of the share capital of the Company through the cancellation of treasury shares acquired.

Number of shares that may be acquired and procedures for executing the acquisitions and disposals

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

- the share capital of Unipol is equal to €3,365,292,408.03, divided into 717,473,508 ordinary shares with no nominal value. At the date of this Report, the Company holds a total of 776,631 treasury shares (equal to 0.108% of the share capital), of which 379,825 directly and 396,806 indirectly, through the following subsidiaries:
 - UnipolSai S.p.A. for 236,496 shares;
 - Compagnia Assicuratrice Linear S.p.A., for 14,743 shares;
 - Arca Vita S.p.A., for 8,350 shares;
 - SIAT S.p.A., for 48,356 shares;
 - Unisalute S.p.A., for 36,893 shares;
 - UnipolSai Servizi Consortili S.c.r.l., for 32,161 shares;
 - Alfaevolution Technology S.p.A., for 1,736 shares;
 - Gruppo UNA S.p.A., for 4,512 shares;
 - Leithà S.r.l., for 13,559 shares.

We propose that:

- (i) the acquisition of treasury 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 disposal of treasury shares shall be made in the manner permitted by currently applicable law, including by carrying out, one or more times, subsequent acquisitions and disposals, until the expiry of the term of the authorisation. In particular, the shares

acquired 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 €300 million in expenditure be confirmed for the acquisition of treasury shares, to be meant on a revolving basis, taking into account the treasury shares sold according with the authorisation by the Shareholders' Meeting.

Price of the acquisitions and disposals of treasury shares

Both the acquisitions and the disposal of treasury shares shall be made at a price of no more than 15% above and no less than 15% below the reference price recorded by the shares on the trading day before the date of each transaction. Said parameters are deemed adequate to identify the range of values within which the acquisition and disposal 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 Unipol Gruppo 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 at 31 December 2019;*
- bearing in mind the provisions of Arts. 2357 and 2357-ter of the Italian Civil Code;*
- having acknowledged that the Company holds a total of 776,631 ordinary treasury shares, of which 379,825 directly and 396,806, indirectly, through the subsidiaries indicated in the report,*

hereby resolves

- (i) to revoke the previous resolution to authorise the acquisition and/or the disposal of treasury shares, passed by the Ordinary Shareholders' Meeting of 30 April 2020;*
- (ii) to authorise, for a period of 18 months from the present Shareholders' Meeting resolution, the acquisition and disposal of treasury shares, pursuant to Arts. 2357 and 2357-ter of the Italian Civil Code and within the maximum limit of €300 million in expenditure – in compliance with currently applicable law and, where applicable, with the admitted market practices – with the methods and conditions specified below:*
 - (a) the acquisition and disposal of treasury shares may be carried out in the quantities and according to the procedures set out below:*
 - the acquisition 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 acquisitions and disposals, until the expiry of the term of the authorisation. In particular, the shares acquired 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 €300 million in expenditure must be meant on a revolving basis, taking into account the treasury shares sold according the authorisation by the Shareholders’ Meeting;

- (b) the acquisition and disposal of treasury shares may be carried out at a price of no more than 15% and no less than 15% of the reference price recorded by the security on the trading day prior to the date of each transaction, and in any case in compliance with the above maximum limit of €300 million in expenditure;*
- (iii) to vest the Board of Directors – and through this, the Chairman and the Chief Executive Officer, 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 acquisitions and/or disposals of treasury shares, providing information to the market in accordance with currently applicable legislation and, where applicable, accepted market practices.”*

Bologna, 18 March 2021

The Board of Directors

Unipol Gruppo S.p.A.

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Share capital
€3,365,292,408.03 fully paid-up
Bologna Register of Companies
Tax No. 00284160371
VAT No. 03740811207
R.E.A. No.160304

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

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