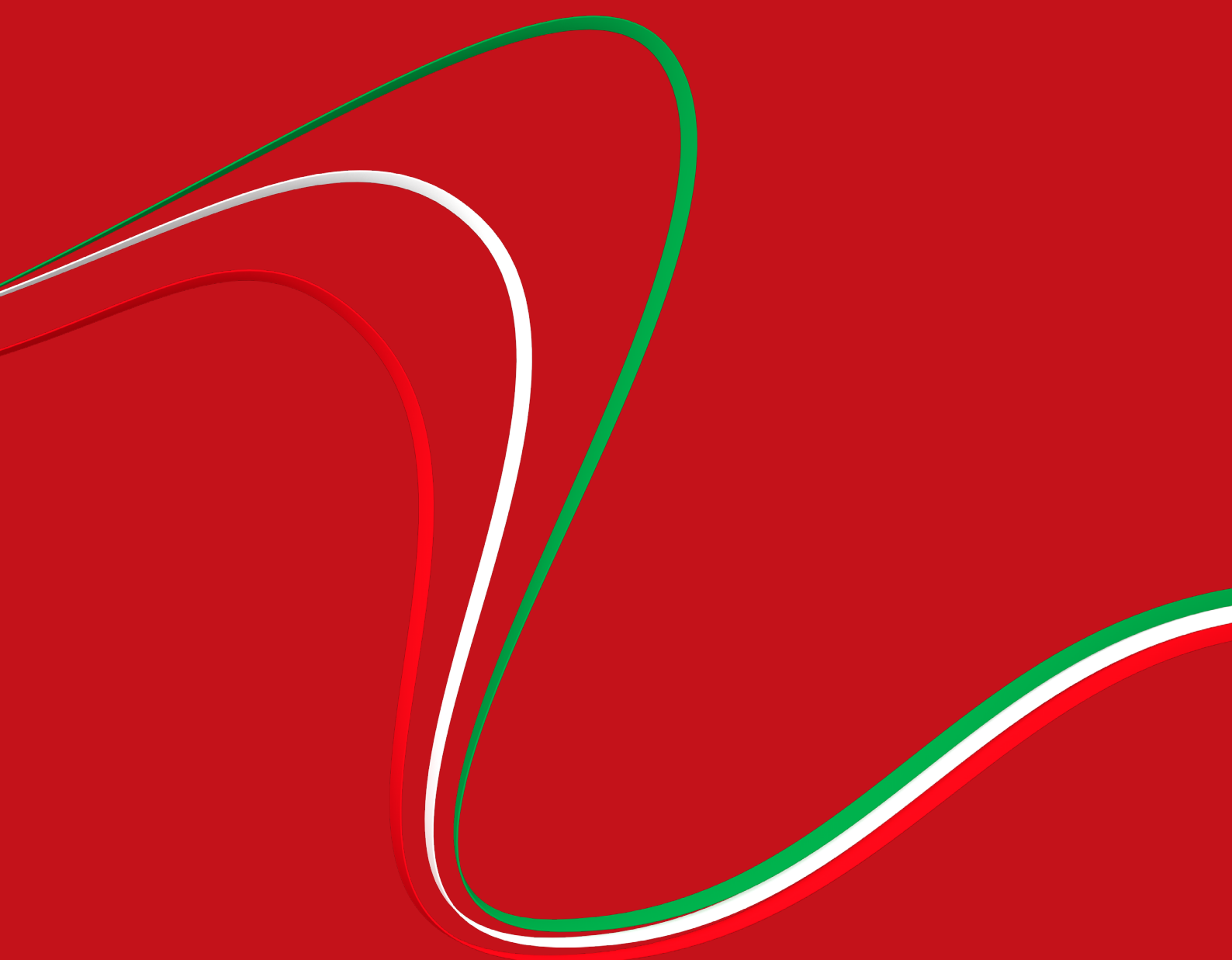




UnipolSai
ASSICURAZIONI



2020

**Directors' Reports and proposals on the items of the agenda
of the Shareholders' Meeting of April 28, 2021**

ORDINARY AND EXTRAORDINARY SHAREHOLDERS MEETING

28 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, 73 and 84-ter of CONSOB Issuers' Regulation)

AGENDA

ORDINARY SHAREHOLDERS' MEETING

1. 2020 Financial Statements.

- a) Approval of the Financial Statements as at 31 December 2020; Directors' Report; 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.

2. Composition of the Board of Directors.

- a) Proposed appointment of a Director pursuant to article 2386 paragraph 1 of Italian Civil Code. Related and consequent resolutions.
- b) Resignation of a Director. Related and consequent resolutions.

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

- a) Appointment of the Board of Statutory Auditors and its Chairman for financial years 2021, 2022 and 2023. Related and consequent resolutions.
- b) Determination of the remuneration of the Board of Statutory Auditors for financial years 2021, 2022 and 2023. Related and consequent resolutions.

4. 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 and 59 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).

5. Purchase and disposal of treasury shares and shares of the holding company. Related and consequent resolutions.

6. Approval of the settlement of proceedings pending before the Court of Milan - Specialised Business Section, concerning the liability actions lodged 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 several subsidiaries of the latter and other defendants.

EXTRAORDINARY SHAREHOLDERS' MEETING

1. Amendments to the By-Laws. Related and consequent resolutions.

- a) Amendment of Art. 6 ("Share capital") in order to update the shareholders' equity elements of the Non-Life and Life businesses pursuant to Art. 5 of ISVAP Regulation no. 17 of 11 March 2008.
- b) Amendment of Arts. 23 ("Statutory Auditors") and 24 ("Appointment and remuneration"), with reference to the number of Alternate Auditors on the Board of Statutory Auditors.

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; Directors' Report; 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 UnipolSai Assicurazioni S.p.A ("UnipolSai" or the "Company") as well as the reports by the Board of Statutory Auditors and by the Independent Auditors, PricewaterhouseCoopers S.p.A.; such documentation will be made publicly available in its entirety as prescribed by law at the Company's registered office and on its website (www.unipolsai.com) under *Governance/Shareholders' Meetings/2021/Ordinary and Extraordinary Shareholders' Meeting of 28 April 2021*.

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

With respect to the proposed distribution of the dividend, with reference to the recommendations of the EU and national Authorities to adopt extreme prudence in this regard given the continuing epidemiological emergency, please note that UnipolSai has significant capital strength, current and forward-looking, which places it at the topmost levels in Europe; indeed, at 31 December 2020, the individual Solvency Ratio is 3.18x (using the Partial Internal Model as authorised by IVASS), with excess capital of roughly Euro 6.5 billion, already after deducting the dividend for the year 2020. It is therefore deemed that all requirements, including the capital strength ratios, are met in order to proceed with the distribution of such dividend, with the Company's capacity to absorb the impacts of the epidemiological emergency on its business model and on its solvency, liquidity and financial position remaining safeguarded.

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

Proposed approval of the financial statements for the year 2020

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

- *having examined the Company's draft financial statements as at 31 December 2020,*

- accompanied by the annexes and documentation required by 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 viewed the Directors' Report as at 31 December 2020;*
 - having accepted the Board of Statutory Auditors' Report and the report prepared by the Independent Auditors, PricewaterhouseCoopers S.p.A.;*
 - having examined the results of said draft financial statements of UnipolSai, which recorded profit for the year totalling Euro 814,306,665.56, of which Euro 707,292,501.39 relating to the Non-Life business and Euro 107,014,164.17 relating to the Life business,*

hereby resolves

to approve the financial statements of UnipolSai as at 31 December 2020, accompanied by the Directors' Report, recording profit for the year of Euro 814,306,665.56, of which Euro 707,292,501.39 relating to the Non-Life business and Euro 107,014,164.17 relating to the Life business.

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

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

- having approved the financial statements of the Company as at 31 December 2020, which closed with profit for the year of Euro 814,306,665.56 (the "Profit for the Year"), of which Euro 707,292,501.39 relating to the Non-Life business and Euro 107,014,164.17 relating to the Life business;*
- having acknowledged that the legal reserve existing in the financial statements as 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 at today's date, UnipolSai owns 406,365 treasury shares,*

hereby resolves

- to approve the proposed allocation of the Profit for the Year as at 31 December 2020, in compliance with Art. 27 of the By-Laws as follows:*
 - distribution to all of the Shareholders of the Company of a total of Euro 537,569,091.33, of which Euro 430,554,927.16 relating to the Non-Life business and Euro 107,014,164.17 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 0.190 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 impact 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 276,737,574.23 – to the Extraordinary Reserve posted in the item of Other provisions of the shareholders' equity attributed to the Non-Life business;*
 - *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.

- a) Appointment of a Director pursuant to Art. 2386, paragraph 1 of the Italian Civil Code. Related and consequent resolutions.
- b) Resignation of a Director. Related and consequent resolutions.

Dear Shareholders,

please recall first and foremost that, on 8 September 2020, Mr Adriano Turrini - non-executive and non-independent Director of UnipolSai S.p.A. (also the "Company") - resigned from office for professional reasons with immediate effect; on 1 October 2020, the Board of Directors of UnipolSai 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 Mr Mario Cifiello, whose term of office expires with this Shareholders' Meeting.

Therefore, pursuant to Art. 2386 of the Italian Civil Code, it is first necessary to appoint a Director, recalling, in this regard, that according to the provisions of Art. 13 of the current By-Laws, *"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:*

- a) *the Board of Directors selects the new Director from the same list to which the ceased Director belonged and the Shareholders' Meeting resolves, with the majorities provided by law, on the basis of the same criteria;*
- b) *if there are no more candidates non-elected from the said list or there are no candidates possessing the prescribed requisites, or if for any reason whatsoever it is not possible to proceed pursuant to letter a), the Board of Directors first, and the Shareholders' Meeting thereafter, resolve on the replacement with the majorities provided by law, disregarding the voting list mechanism.*

[.....]

In any case, the Board of Directors and the Shareholders' Meeting shall proceed with the appointments, with the view to ensure the presence of the number of independent Directors prescribed by the law in force at the time and the compliance with the prescriptions on gender balance in force at the time."

In this regard, please recall and note that:

- Mr Adriano Turrini had been appointed by the Company's ordinary Shareholders' Meeting convened on 17 April 2019 as part of a single list submitted by the majority shareholder Unipol Gruppo S.p.A. ("Unipol");
- as therefore Art. 13 letter b) of the By-Laws set forth above applies, the administrative body - at the meeting mentioned above on 1 October 2020 - appointed Mr Mario

Cifiello, in accordance with Art. 2386, paragraph 1 of the Italian Civil Code, as non-executive Director, to replace Mr Turrini.

Therefore, we invite you first of all to appoint Mr Mario Cifiello, taking into account his experience and professional expertise, as also listed in his CV, attached to this report, as Director of UnipolSai, in accordance with the above-mentioned Art. 13, letter b) of the By-Laws.

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 - Mr Cifiello:

- meets the requirements laid out by applicable primary and secondary insurance sector legislation;
- is in no situations of incompatibility pursuant to Law no. 214/2011 on interlocking directorates;
- is not classified as an independent Director, pursuant to either Legislative Decree no. 58 of 24 February 1998 (Consolidated Law on Finance) or the Code of Conduct for listed companies (the "Code").

With the appointment of Mr Mario Cifiello, the presence on the administrative body of the number of independent Directors required by applicable regulations and respect for regulations in force concerning gender balance would in any event remain ensured, without prejudice to what is specified below concerning the composition of the Board of Directors, also taking into account the resignation of another Director.

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 following resolution proposal is therefore submitted to the Shareholders' Meeting.

Proposed appointment of Mr Mario Cifiello as Director of UnipolSai

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

- *after reviewing the Report of the Board of Directors and the annexed documentation,*
hereby resolves
- *to confirm the number of members of the Board of Directors as 18, as determined by the Ordinary Shareholders' Meeting of UnipolSai on 17 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 as 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 referred to above on 17 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 above-mentioned Shareholders' Meeting on 17 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.*

** *** **

Please also recall that, on 12 February 2021, the UnipolSai Director Ms Maria Rosaria Maugeri resigned from office with immediate effect due to intervening professional commitments; this Shareholders' Meeting is therefore called upon also in this regard to pass the appropriate resolutions with respect to the composition of the administrative body.

Ms Maugeri had been appointed by the Company's Ordinary Shareholders' Meeting convened on 17 April 2019 as part of a single list submitted by Unipol.

The Board of Directors resolved to refer any decision in this regard to the Shareholders' Meeting.

In this regard, we point out that:

- for the case in point, Art. 13, letter b) 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;
- Ms Maugeri was a non-executive and independent Director, pursuant to the Consolidated Law on Finance as well as the Code.

In this last regard, please note that, even following the resignation of Ms Maugeri and also if this Shareholders' Meeting approves the proposal set forth above to appoint Mr Mario Cifiello, the UnipolSai Board of Directors would continue to consist of a majority of independent Directors, pursuant both to the Consolidated Law on Finance and the Code, in compliance with the provisions of Art. 16 of CONSOB Regulation no. 20249/2017 ("Market Regulation") and the Policy on requirements of suitability for office, adopted by the Company on the matter; therefore, the candidate for the replacement of Ms Maugeri does not necessarily need to meet the independence requirements.

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;
- if this Shareholders' Meeting approves the proposed appointment of Mr Mario Cifiello described above, must belong to the same least represented gender to which Ms Maugeri belonged;
- 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 on the “Limit 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 the address www.unipolsai.com, in the *Governance* section.

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. 3 OF THE ORDINARY MEETING

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

- a) Appointment of the Board of Statutory Auditors and its Chairman for financial years 2021, 2022 and 2023. Related and consequent resolutions.
- b) Determination of the remuneration of the Board of Statutory Auditors for financial years 2021, 2022 and 2023. Related and consequent resolutions.

Dear Shareholders,

With the approval of the financial statements at 31 December 2020, the mandate granted to the Board of Statutory Auditors, appointed by the Ordinary Shareholders' Meeting of UnipolSai S.p.A. (also the "Company") of 23 April 2018, comes to an end, the term of office having expired.

We invite you, therefore, to resolve – in compliance with the relevant laws and regulations, as well as By-Laws, in force – on the appointment of the Board of Statutory Auditors and its Chairman for the years 2021, 2022 and 2023 and, therefore, until the Shareholders' Meeting for the approval of the financial statements at 31 December 2023.

To this purpose, the Shareholders' Meeting must also set the remuneration due to the Board of Statutory Auditors for each year in office.

It should be remembered, with regard to this, that the current By-Laws provide for the Board of Statutory Auditors to include three Statutory Auditors and three Alternate Auditors.

Pursuant to Art. 24 of the By-Laws, the selection of the Board of Statutory Auditors takes place on the basis of lists, in which the candidates are listed in sequential order, to ensure, as provided for in current laws and regulations, that one Statutory Auditor and one Alternate Auditor is elected by the minority and that the Chairman of the Board is the Statutory Auditor elected by the minority.

The list consists of two sections: one for candidates for the post of Statutory Auditor and the other for candidates for the post of Alternate Auditor.

The first two candidates of the first section of the list which has obtained the highest number of votes and the first candidate of the first section of the list which has obtained the second highest number of votes and that is not connected, not even indirectly, to those who have presented or voted for the list which has obtained the highest number of votes, are elected as Standing Auditors. The first two candidates of the second section of the list which has obtained the highest number of votes and the first candidate of the second section of the list which has obtained the second highest number of votes are elected as Alternate Auditors.

The composition of the Board of Statutory Auditors must ensure the balance between the genders as most recently governed by Law no. 160 of 27 December 2019. The lists must

submit a number of candidates from the least represented gender to guarantee, within each list, the respect of said balance; in particular, at least two-fifths of the members of the Board of Statutory Auditors must belong to the least represented gender, rounding down if (as in the case of the Company) the control body consists of three members. Therefore, each list that, considering both sections, has a number of candidates equal to or exceeding three must include parties of different genders in the first two items in the section(s) where at least two candidates are indicated.

The Statutory Auditors must meet the requirements of eligibility for office set forth in Ministerial Decrees no. 220/2011 and 162/2000.

Without prejudice to what is set forth in Art. 148, paragraph 3 of Italian Legislative Decree no. 58/1998 (Consolidated Law on Finance, the "TUF"), the Corporate Governance Code for listed companies (the "Code") establishes that all members of the control body must meet the independence requirements established by the Code for directors.

In this regard, please recall that, pursuant to Recommendation no. 7 of the Code, a director (and therefore, as a result of what is referred to above, a statutory auditor) is not generally considered independent, amongst other cases:

- i) if, directly or indirectly (for example through subsidiaries or companies of which he is executive director or as a partner of a professional practice or a consulting company) has, or has had in the three prior financial years, a significant commercial, financial or professional relationship:
 - with the company or companies it controls, or with the relative executive directors or top management;
 - with a party which, also along with others through a shareholders' agreement, controls the company; or, if the holding company is a company or entity, with the relative executive directors or top management;
- ii) if he receives, or has received in the three prior financial years, from the company, its subsidiary or the holding company, significant remuneration in addition to the fixed compensation for the office and that established for participation in the committees recommended by the Code or established by regulations in force.

In this regard, the policy on the requirements of suitability for office approved by the administrative body of UnipolSai, most recently on 18 March 2021, establishes that, for the assessment of significance pursuant to points i) and ii) above, it is necessary to take into consideration, insofar as of specific interest here:

- the annual consideration for any professional services and/or other services provided to the company and/or the holding company and/or subsidiaries, if this represents more than 5% of the annual turnover of the Statutory Auditor, or of the company or the entity of which the Statutory Auditor has the control or is executive director or of the professional practice or consulting company of which he is a partner or shareholder or, in any case, if it exceeds Euro 500,000 on an annual basis;
- any compensation received for the offices also in the holding company and/or

- subsidiaries, or overall exceeding Euro 200,000 on an annual basis;
- any personal and financial situations which could result in conflicts of interest and also potentially hinder the independent judgement of the Statutory Auditor, in any event with the performance of corporate management in the interest of UnipolSai remaining ensured, consistent with the objectives of sound and prudent management.

If the Statutory Auditor is also a partner of a professional practice or a consulting company, even irrespective of the quantitative parameters mentioned above, the significance of the professional relations which could have an effect on his position and role within the practice or the consulting company or which in any event relate to significant transactions of UnipolSai.

We also note – referring, for anything not specifically mentioned here, to the aforementioned provision of the By-Laws – that:

- the lists must be filed at the Company's registered office, as indicated in the notice of the Shareholders' Meeting, by the twenty-fifth day before the date of the Shareholders' Meeting (by 3 April 2021) and UnipolSai must make them available to the public at the registered office, on its website and with any other procedures required by current legal and regulatory provisions in force, at least 21 days before the date set for the Shareholders' Meeting (and therefore by 7 April 2021). The documentation proving the entitlement to submit lists must also be received within this term;
- according the provisions of the CONSOB Executive Decision no. 44 of 29 January 2021, the Shareholders who, alone or with others, represent at least 1% of ordinary share capital have the right to submit the lists; the ownership of the stake required for the submission of the lists is established considering the shares that are recorded to the shareholder(s) in question at the time the lists are deposited at the Company;
- each Shareholder, the Shareholders belonging to a relevant shareholders' agreement under Art. 122 of the TUF, the holding company, the subsidiaries and joint ventures pursuant to Art. 93 of the TUF, cannot submit or take part in the submission of, even through an intermediary or trust company, more than one list and cannot vote for lists other than the one that they have submitted or participated in submitting, even through an intermediary or trust company. Any support and votes cast in breach of such provision shall not be attributed to any list;
- a candidate can appear on only one list, on pain of ineligibility.

If by the term set for the filing of the lists only one list has been submitted, or else only lists presented by Shareholders who are related to each other pursuant to Art. 144-quinquies of the Issuers' Regulation issued by the CONSOB, lists may be presented until the third day after the term indicated above (by 6 April 2021); in this case, the threshold for the submission of the list is lowered to 0.50% of the share capital with voting rights.

Pursuant to the combined provisions of the aforementioned Art. 24 of the By-Laws and the applicable laws, the Shareholders who plan to submit a list must file, simultaneously and jointly with each list, the following at the Company's registered office:

- i) declarations by the individual candidates in which these accept their nomination for office and state, under their own responsibility, that they are eligible and compatible and fulfil the requirements for appointment to the different positions, and also comply with the limits to the plurality of offices set by legal and regulatory provisions in force;
- ii) a curriculum vitae of each candidate, with a full description of their personal and professional characteristics;
- iii) any additional information required by legal and regulatory provisions, which will be indicated in the notice of Meeting.

Lists that are submitted without these provisions being observed are deemed not to have been submitted.

Shareholders who submit a “minority list” must also be recipients of the recommendations issued by CONSOB with communication no. DEM/9017893 of 26 February 2009. Specifically, the Shareholders who submit a “minority list” must file, with the list, a statement of the absence of affiliation, even indirectly, as provided by Art. 144-quinquies, mentioned above, of the Issuers’ Regulation with the controlling Shareholder.

In the event that only one list is submitted or no list is submitted, the Shareholders’ Meeting resolves with the majorities required by the law, ensuring, at any rate, the respect of the balance between the genders required by legal and regulatory provisions in force.

Shareholders who intend to submit proposals on the compensation due to the Board of Statutory Auditors are invited to submit them, as specified in the Shareholders’ Meeting notice, by 12 April 2021; they will be published on the Company’s website by 13 April.

Bologna, 18 March 2021

The Board of Directors

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

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, Par. 3, of Legislative Decree 58/1998 (Consolidated Law on Finance) and Art. 41 and Art. 59 of IVASS Regulation n. 38/2018.
- b) Resolution on the second section of the Report on the remuneration policy and on compensation paid, pursuant to Art. 123-ter, Par. 6, of Legislative Decree 58/1998 (Consolidated Law on Finance).

Dear Shareholders,

IVASS Regulation no. 38, 3 July 2018 ("IVASS Regulation") establishes (Art. 41) that the by-laws of companies "provide for the ordinary meeting [...] to approve the remuneration policies in favour of the corporate bodies and key personnel, as identified by the company [...] including the remuneration plans based on financial instruments ". The current by-laws of UnipolSai Assicurazioni S.p.A. ("UnipolSai" or "Company") provides, in Art. 8, for this Shareholders' Meeting's power.

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

The Board of Directors of UnipolSai has, therefore, approved, for the matters within its area of competence, the remuneration policy of the Company ("Remuneration Policy"), drafted pursuant to the IVASS Regulation and in compliance with the principles and guidelines of the remuneration policies of the Unipol Group ("Group") and of the insurance business of the Group, as specified by the Board of Directors of Unipol Group S.p.A. ("Unipol" or "Parent Company"), as the ultimate Italian parent company, in compliance with the provisions of Art. 93 of the IVASS Regulation, to guarantee the overall consistency of remuneration policies and practices within the Group. We note in this regard that the Group remuneration policies shall be submitted to the review and approval of the ordinary Shareholders' Meeting of the Parent Company, called for 29 April of this year.

In addition, Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 ("Consolidated Law on Finance") provides for companies with listed shares to publish, at least twenty-one days before the date set for the Ordinary Shareholders' Meeting called to approve the financial statements, a report ("Report") on the remuneration policy and on compensation adopted in regard of the members of the Board of Directors and the Board of Statutory Auditors, the General Managers and Key Managers.

This regulatory framework is also supplemented by the remuneration standards and criteria

recommended by the Corporate Governance Code for listed companies, which the Company has adopted.

In the light of the above, the Board of Directors of UnipolSai has approved the Report on of the Company, prepared pursuant - besides Art. 123-ter of the Consolidated Law on Finance - to Art. 41 and Art. 59 of the IVASS Regulation and Art. 84-quater of CONSOB Regulation n. 11971, 14 May 1999 and subsequent amendments and integrations, which is divided into the following two sections:

- the First Section lays out the remuneration policy adopted by the Company for the financial year 2021, in particular in regard to the members of the administration, direction and control bodies, the Heads and the most senior staff of the Key Functions of UnipolSai, the Key Managers, and additional relevant personnel, as well as the procedures used for their adoption and implementation;
- the Second Section provides an adequate description of each remuneration item and describes, individually by name for the members of the administration and control bodies and the General Manager and in aggregate form for the Key Managers of the Company, the compensation paid/due by the Company in the reference financial year for any reason and in any form. Lastly, information is provided on the equity investments held, by the aforementioned parties, in the listed companies and their subsidiaries. It should be noted that:
 - taking into account the spread of the epidemiological emergency from COVID-19 and the related effects on the domestic economy, as well as the demands made by IVASS in its notice dated 30 March 2020, at its meeting held on 2 April 2020, the UnipolSai's Board of Directors, with the favourable opinion of the Remuneration Committee, decided to suspend all assessments on the payment of the variable remuneration for the 2019 financial year to the General Manager and all Managers, postponing all decisions in this respect to a subsequent meeting of the administrative body, taking into account the evolution of the general context;
 - acknowledging the contents of the IVASS communication dated 29 July 2020, in which the Authority has, among other things, recommended that - at least until 1 January 2021 - companies "do not create an obligation to pay the variable component of remuneration to company officers, and also inform with sufficient notice (IVASS) of obligations undertaken to pay to personnel qualifying as 'significant risk takers' the variable component of remuneration", at the meeting of 6 August 2020, the Board of Directors of the Company resolved to abide by the IVASS recommendations and postpone to a later board meeting any decision regarding payment of the variable remuneration component for the 2019 financial year to Managers classified as not significant risk takers;
 - lastly, at its meeting on 12 November 2020, the Board of Directors confirmed that the conditions necessary to go ahead with the disbursement of the 2019 short-term variable remuneration component (Short-Term Incentive - STI) had been met, in regard to the sole category of Managers classified as not significant

risk takers.

In particular, pursuant to the afore-mentioned Art. 123-ter of the Consolidated Law on Finance, the Shareholders' Meeting shall be called to cast a binding vote on the first section and an advisory vote on the second section of the Report.

Pursuant to the IVASS Regulation, the Risk Management and Compliance Functions reviewed the Remuneration Policy for the 2021 financial year, confirming, the former, the consistency of the objectives, principles and their definition with the risk appetite of the Company and, the second, compliance with the internal and external regulatory framework.

The Audit Function instead verified the correspondence between the Remuneration Policy for the 2020 financial year, and the related implementation procedures.

The Board of Directors therefore has submitted for approval to the Shareholders' Meeting, with separate vote, the following draft resolutions related to the first and second sections of the Report.

Proposal on the first section of the Report on the remuneration policy and on compensation paid.

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

- considering Art. 41 and Art. 59 of IVASS Regulation n. 38, 3 July 2018 (“IVASS Regulation”) and Art. 8 of the by-laws;*
- considering Art. 123-ter of Legislative Decree no. 58 of 24 February 1998 (“Consolidated Law on Finance”) and Art. 84-quater of CONSOB Regulation no. 11971, 14 May 1999 as amended;*
- having acknowledged the Report of the Board of Directors and the related annexes;*
- having also acknowledged that the remuneration policies of the Company for the current year (“UnipolSai Remuneration Policies”) are drawn up in accordance with the principles and guidelines of the remuneration policies of the Unipol Group, which will be submitted for approval by the Ordinary Shareholders' Meeting of Unipol Gruppo S.p.A. (Parent Company) called for 29 April 2021,*

hereby resolves

to approve the first section of the Report on the remuneration policy and on compensation paid drawn up pursuant to Art. 41 and Art. 59 of IVASS Regulation and Art. 123-ter of the Consolidated Law on Finance, which describes the Remuneration Policies of UnipolSai for the current financial year.”

Proposal on the second section of the Report on the remuneration policy and on compensation paid.

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

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

hereby resolves

to express a favourable opinion on the Second Section of the Report on the remuneration policy and on compensation paid, prepared pursuant to Art. 123-ter of the Consolidated Law on Finance, which describes, individually by name for the members of the Board of Directors and the Board of Statutory Auditors and the General Manager and in aggregate form for the Key Managers of the Company, the compensation paid by the Company in the 2020 financial year for any reason and in any form.

Bologna, 1 April 2021

The Board of Directors

Annex: Report on the remuneration policy and on compensation paid, pursuant to Art. 123-ter of the Consolidated Law on Finance

REPORT ON THE REMUNERATION POLICY AND ON THE COMPENSATION PAID BY UNIPOLSAI ASSICURAZIONI S.P.A.

FY 2021

Bologna, 1 April 2021

REPORT ON THE REMUNERATION POLICY AND ON THE COMPENSATION PAID BY UNIPOLSAI ASSICURAZIONI S.P.A.

FY 2021

Bologna, 1 April 2021

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INTRODUCTION

This Report - approved by the Board of Directors of UnipolSai (also referred to as "**Company**" or the "**Insurance Company**") on 1 April 2021, subject to the opinion of the Remuneration Committee - is drawn up for the purpose of the Shareholders' Meeting called to approve the financial statements for the year ending on 31 December 2020, prepared in accordance with prevailing legal and regulatory obligations in accordance with article 84-quater and Attachment 3A, Schedules 7-bis and 7-ter of the Issuers Regulation, article 123-ter of Legislative Decree of 24 February 1998 No. 58 of the Consolidated Finance Act and in accordance with Articles 40, and 59 of IVASS Regulation 38.

On 1 April 2021, the Board of Directors of the Unipol Group, in accordance with article 93 of the above-mentioned IVASS Regulation, and as the final Italian parent company pursuant to article 210 of the Group Remuneration Policies, containing the principles and guidelines of the remuneration policies that apply in the Unipol Group. UnipolSai therefore defined its remuneration policies in accordance with the Group Policies and guidelines established by the Parent Company, through the adoption of specific **Segment Remuneration Policies** that add to said principles and guidelines.

This Report has two sections:

- **First Section: Remuneration policies**

The First Section lays out the Remuneration Policies adopted by UnipolSai for the financial year 2021, in particular in regard to the members of the administration and control bodies, the General Manager, the Key Managers (including the heads of the Key Functions), and additional Key Personnel, as well as the procedures used for their adoption and implementation;

- **Second Section: Remuneration paid**

The Second Section shows the application of the Remuneration Policies in place for the UnipolSai in 2020, providing an adequate description of each remuneration item and describing - individually by name for the members of the Corporate Bodies, the General Manager and in aggregate form for the Key Managers of the Company (including the Managers of the Key Functions) - the compensation paid for the reference financial year (i.e. 2020) of any nature and in any form by the UnipolSai and the subsidiaries and associated companies. Lastly, information is provided on the equity investments held, by the aforementioned parties, in UnipolSai and in its subsidiaries.

The Remuneration Policies also comply with the recommendations on remuneration contained in article 5 of the Corporate Governance Code of listed companies, as per the most recent version of 31 January 2020, that UnipolSai endorses.

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" - adopted by UnipolSai and available on its website www.unipolsai.it - the approval of the Remuneration Policies by the Shareholders' Meeting and the application of the other conditions pursuant to article 13, third paragraph, letter b) of said CONSOB Regulation, exonerates the Company from the application of the procedure in resolutions regarding the remuneration of Directors, the Directors with certain duties and Key Managers.

This Report is made available to the public at the registered office of UnipolSai, in Bologna, Via Stalingrado, 45, as well as on the Company's website, www.unipolsai.it, Governance/Corporate Governance System/Remuneration Report, in accordance with the regulatory provisions in force.

Pursuant to article 123-ter, paragraph 5, of the Consolidated Law on Finance, the disclosure documents relating to compensation plans based on financial instruments, prepared pursuant to article 114-bis of the Consolidated Law on Finance, are available on the Internet site of UnipolSai at the address www.unipolsai.it, in the Governance/Shareholders' Meetings Section.

I. INTRODUCTION

UnipolSai intends to support and add value to the best professional skills through a structured Remuneration policy that is based on clear, sustainable principles in line with legal and regulatory provisions, by establishing remuneration packages that can adequately reward the key resources.

The principles and guidelines of the UnipolSai Remuneration Policies are consistent with developments in the relevant legislation¹, and are set out on an evolving basis in line with the Remuneration Policies defined for previous years, confirming the purpose to help to guarantee the company's results, including long-term ones, in accordance with the expectations of the Shareholders and Stakeholders while adopting a prudent approach to risk management and the sustainability of costs, within a competitive market aligned with international standards.

The Remuneration Policies confirm the principle according to which incentive systems contain variable pay components linked to reaching short and long-term objectives defined beforehand, of which a portion is significantly deferred, and observe rigorous balancing between the monetary component and a component that is based on financial instruments, for both the short and long-term components. In fact, UnipolSai is convinced that this aspect of the Remuneration policies can also 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 results, thereby creating joint responsibility for and real involvement in business objectives.

¹ In addition to what is set out above, article 7 of Regulation IVASS 44/2019, in virtue of which UnipolSai put instruments in place to help promote and spread an internal control culture to monitor the risk of money-laundering and avoid company policies and remuneration practices that counteract the purpose of preventing said risk. With regard to sustainability, EU Regulation 2088 which came into effect in March 2021 applies, and has the aim of promoting 'sustainable' investment choices, inviting the Insurance Groups, the asset management companies and the financial consultants to make the ways in which environmental risks, with social and governance impact (ESG factors) are considered in their investment decisions (including regarding insurance investment products). Finally, the Remuneration principles set out under the IDD Directive are referred to, which provide - with special reference to parties involved in the insurance product governance and control process, financial management of assets and the resources underlying the insurance and pension products, and the direct insurance distribution activities - a reward system that does not prejudice the obligation to always act honestly, impartially and professionally in the best interests of the customers in line with the "Policy on managing conflicts of interest - Insurance Segment" of the Unipol Group.

II. WHAT'S NEW IN 2021

In order to continue to perfect the UnipolSai Remuneration Policies, the Remuneration Committee, while carrying out its functions, made an in-depth analysis in 2020, also in light of the voting expressed on the matter by the Shareholders' Meeting held on 29 April 2020, paying particular attention to the level of alignment of the interests of the Shareholders and Management, to the consistency of the Remuneration Policies with the long-term strategy of UnipolSai and the Group, also in terms of sustainability, to the adjustment of the policies to the applicable laws - at Italian and European level - and the evaluation of the main market best practices.

Certain changes were made to this Report compared to previous years, both through re-processing the format and by adding to the content. These changes, also in accordance with the changes made to the Group policies, aim to comply with regulatory requests introduced with the recent update of the Issuer's Regulation of 10 December 2020 and to improve the ease with which the Report can be used. With a view towards continuing to promote increasingly clear and effective disclosure on remuneration matters, special attention was given to providing an immediate representation of the summarised information of the Report through the simplification of the introductory executive summary section.

The impact of the Remuneration Policies architecture on certain relevant matters was also highlighted, including:

- the connection between Remuneration Policies, corporate strategy and the pursuit of long-term interests, with a special focus on sustainability;
- the description of the peer group of companies adopted as a reference to define the Remuneration Policies;
- the summary of the results of the voting expressed by the Shareholders' meeting of 29 April 2020 on the Report on the Remuneration policy and the compensation paid.

III. EXECUTIVE SUMMARY

**PURPOSE,
PRINCIPLES OF
THE POLICIES
AND
ALIGNMENT
WITH THE
LONG-TERM
STRATEGY**



The Remuneration Policies were developed in line with the business strategy and sustainability strategy of UnipolSai, putting special focus on the **creation of long-term value** and the **alignment of the interests of the Shareholders with those of Management** and taking account of the interests of all the other **Stakeholders**, within the framework of **sound and prudent management of** current and prospective risks.

Taking inspiration from the Mission as well as the Values of Foresight, Respect and Responsibility of the Group, the Remuneration Policies are structured over a **long-term time horizon** with variable incentive systems that provide for mechanisms of **deferral** and adequate **balancing between the share and the monetary components** and include strategic performance objectives that also involve **sustainability** issues.

In line with the "Mission Evolve 2019-2021" Strategic Plan, and with the sustainability strategy of the Group, the Remuneration Policies are structured over a **long-term time horizon** with variable incentive systems that provide for mechanisms of **deferral** and adequate **balancing between the share and the monetary components** and include strategic performance objectives that also involve **sustainability** issues.

The Remuneration Policies are also prepared in compliance with the law as provided by both Italian and European laws and self-governance rules for the sector, regulatory provisions concerning issuer companies and the Code of Corporate Governance for listed companies.

REMUNERATION COMPONENT	PURPOSE AND CHARACTERISTICS	HOW IT WORKS
Fixed Component	Remunerates the extent and level of responsibility, the complexity of what has to be managed and the experience required for the job. Reasons of internal fairness, competitiveness, attractiveness, meritocracy or the attribution of greater responsibilities may lead to the payment of additional fixed amounts.	It is also determined, in addition to that envisaged by the applicable National Collective Labour Agreements, by the following fundamental parameters: <ul style="list-style-type: none"> importance of the assigned position; complexity of the role covered; significance of the responsibilities attributed; the qualitative weight of the skills possessed and acquired; alignment with sector and comparable market benchmarks.
Variable Component: UPM System	"Unipol Performance Management" Incentive System (UPM System): 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. This is for the General Manager and the Key Managers and all management Personnel. There has to be a Dividend Capability in order to provide the incentives.	Potential Bonus, organised by Bracket: the recipients of the UPM System are divided into Brackets related to the weight of the organisational position, the importance and complexity of the role and to the position. The Potential Bonus comprises a short-term part (Bonus STI), where the amount is connected to the assessment of an annual performance, and a long-term part (Bonus LTI), where the amount is based on the assessment of a three-year performance period (2019-2021) and related to the STI performance achieved.

Recipients	% maximum with respect to the Annual Gross Remuneration	Potential Bonus			
		of which: (% maximum with respect to the Annual Gross Remuneration)		% weight compared to Total Bonus	
		STI	LTI	STI	LTI
Executive Bracket managers (including the General Manager)	125%	50%	75%	40%	60%
1st Bracket Managers	100%	50%	50%	50%	50%
2nd Bracket Managers	70%	35%	35%	50%	50%
3rd Bracket Managers	40%	20%	20%	50%	50%

<p>Short-Term Bonus (STI)</p>	<p>Aligns short-term remunerative opportunities (annual) of Management to achieving significant objectives for the Company.</p>	<p>STI bonuses paid in full the year after the year of accrual, with 50% in monetary form and 50% in financial instruments.</p> <p>There is a Holding Period of 1 year on the amount paid in financial instruments.</p> <p>Conditions of access (in accordance with specific thresholds achieved):</p> <ul style="list-style-type: none"> • Consolidated Group Profit (not provided for the Managers of Key Functions) • Consolidated coverage ratio (capital adequacy) of the Unipol Group - Solvency II metric • Individual IAS Gross Profit of UnipolSai (not provided for Key Managers) • Individual solvency ratio (capital strength) calculated in accordance with the Solvency II metric of UnipolSai <p>Individual targets:</p> <ul style="list-style-type: none"> • Two quantitative objectives that will account for a total of 60% • Two qualitative objectives that will account for a total of 40%
<p>Long-term Bonus (LTI)</p>	<p>Aligns the medium-long term remunerative opportunities of Management with generating value for Shareholders.</p>	<p>Starting from 2023, the LTI bonus will be awarded in three pro rata tranches (five pro rata tranches for personnel that have particularly high variable compensation), with 50% in monetary form and 50% in financial instruments.</p> <p>There is a Holding Period of 1 year on the amount paid in financial instruments.</p> <p>Objectives:</p> <p>Recipients who do not work in Key Functions:</p> <ul style="list-style-type: none"> • Consolidated Gross Profit of the Unipol Group accumulated in the three-year period 2019-2021 (45%) • Solvency capital requirement of the Unipol Group at the end of said three-year period (30%) • Positive ratio between the average value of Unipol Group shares in the first two-month period of 2022 and the average value in the first two-month period of 2019 (20%) • Reputational profile of the Unipol Group (5%) <p>Recipients who work in Key Functions:</p> <ul style="list-style-type: none"> • Average level of Individual Performance in the 2019-2021 three-year period of not less than 80% (60%) • Solvency capital requirement of the Unipol Group at the end of said three-year period (35%) • Reputational profile of the Unipol Group (5%)
<p>Benefit</p>	<p>Adds to the remuneration package using total reward logic</p>	<p>The Benefits differ in accordance with the category of Recipient, both in terms of type and overall value and include benefits that are mostly of a pension and social welfare nature.</p>
<p>Loyalty bonuses</p>	<p>Retention tools</p>	<p>The option to provide for loyalty bonuses to Managers who have worked for an individual UnipolSai or for the Group for a certain number of years, which amount may not exceed three years worth of overall remuneration.</p>
<p>Severance</p>	<p>Post-employment benefits to protect the company also from potential competitive risks in addition to the normal post employment payments and the pay in lieu of notice provided for by the National Collective Labour Agreement where applicable.</p>	<p>With regard to the criteria and procedures for the recognition of any end-of-office compensation for the Directors, it will be possible to provide for its assignment in compliance with regulations in force, and in any event subject to a Board of Directors decision based on a Remuneration Committee proposal.</p> <p>For Directors, there may be payment of an amount, recognised when they terminate their employment, of not more than three years worth of total annual pay if the termination of employment is on a consensual basis, or the termination of employment is not backed by just cause or dismissal for just cause.</p>

<p>Other components</p>	<p>Additional elements of the remuneration that can be provided for in special circumstances.</p>	<ul style="list-style-type: none"> • One-off payment and/or individual company bonuses • Welcome Bonus • Compensation paid based on stability agreements • Possible one-off payments to restore benefits that were revoked
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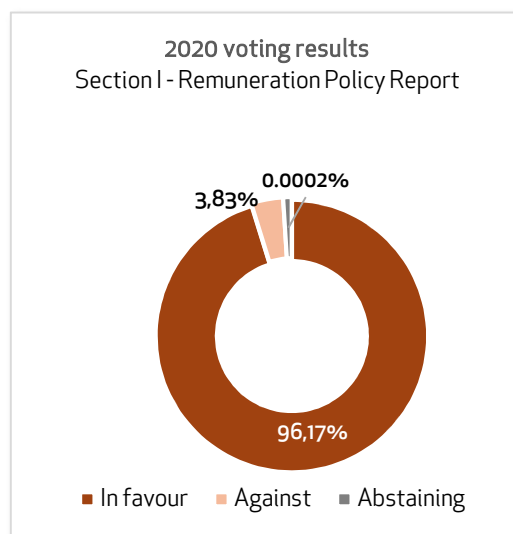
IV. SHAREHOLDERS' ENGAGEMENT ACTIVITIES

The First Section of the Report on the remuneration policy and on the compensation paid was submitted for approval by the binding vote by the Shareholders' Meeting of UnipolSai.

The results of the voting expressed by the Shareholders - made available to the public in accordance with article 125-quater, paragraph 2 of the Consolidated law on Finance - were analysed along with the indications received from the Investors and the Proxy Advisors in order to identify potential areas of improvement.

Therefore, in order to continue to improve the ease of use of the Report, in line with the amendments also made to the Group Remuneration Policies, special attention was paid to:

- increasing the amount of information provided;
- publication of the results of the votes at the shareholders' meetings;
- introduction of details on the companies adopted for market benchmarking analysis purposes, carried out to define the Remuneration Policies.



FIRST SECTION



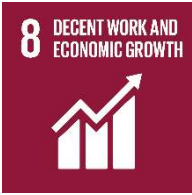



2021 REMUNERATION POLICIES

1. Purpose, principles of the Remuneration Policies and alignment with the long-term company strategies

UnipolSai, as a Company belonging to the Unipol Insurance Group, adopts its Remuneration Policies in line with the Group Remuneration Policies and with the guidelines established by Unipol regarding remuneration matters.

The Remuneration Policies are valid for a year, and were developed in line with the business strategy and sustainability strategy of the Group, organised on a long-term basis, with special focus on the creation of long-term value and the alignment of the interests of the Shareholders with those of Management and taking account of the interests of all the other Stakeholders, within the framework of sound and prudent management of current and prospective risks.

On 9 May 2019, the Board of Directors of the Unipol Group approved the 2019-2021 Strategic Plan “Mission Evolve” for the 2019-2021 three-year period. The Group’s strategic vision is aimed at developing a consolidated leadership position in the insurance sector and a leading position in ecosystems, with a focus on the mobility, welfare and property sectors. In order to pursue these objectives, precise strategic guidelines were identified: i) the continuous research into increasingly advanced levels of technical and technological excellence in the pricing area, selection of risk and settlement capacity; ii) development and strengthening of an increasingly effective distribution network; iii) creation of an integrated ecosystem of skills and assets at Group level; iv) investment in people and technology to define an operating model aimed at increased simplification and effectiveness; and v) creation of shared value for the Group and its Stakeholders, identified as Shareholders and Investors, Employees, Agents and Business Partners, Customers, Suppliers, the Civil Community and future generations, helping to achieve the United Nations Sustainable Development Goals - SDGs.

Contribution to achieving the Sustainable Development Goals of the UN 2030 Agenda		Creation of concrete and measurable value	
 <p>3 GOOD HEALTH AND WELL-BEING</p>	<ul style="list-style-type: none"> ➤ Accessible solutions to add to public social welfare extending the protection to a wider public and intervening on a preventive level ➤ Widening the distribution channels to reach new under-insured people 	 <p>Impact of products with social and environmental</p>	<ul style="list-style-type: none"> ➤ Increase in the penetration of products with social and environmental impact on the total insurance portfolio. ➤ Bonuses for products with social and environmental impact on all the families of corresponding products
 <p>8 DECENT WORK AND ECONOMIC GROWTH</p>	<ul style="list-style-type: none"> ➤ Support the strengthening of businesses and the resilience of the agencies ➤ Development of predictive climate risk models for companies to boost the resilience of the various sectors 	 <p>Financing for SDGs</p>	<ul style="list-style-type: none"> ➤ Increase in themed investments for the SDGs ➤ Investments to support the 2030 Agenda in accordance with EU Taxonomy
 <p>11 SUSTAINABLE CITIES AND COMMUNITIES</p>	<ul style="list-style-type: none"> ➤ Offer of integrated mobility with services for individuals and enterprises, for more security and sustainability of towns and people, including by giving value to the data in the public-private partnerships 	 <p>Reputational ratio</p>	<ul style="list-style-type: none"> ➤ Perception of the company by the general public in accordance with the various sectors it operates in ➤ Reputation score with the general public, in accordance with RepTrak® methods

The business strategy of the Unipol Group therefore steers both the Remuneration Policy time period and the underlying performance objectives and conditions to project effects and benefits on sustainable targets on them.

In general, the Remuneration Policies are defined in accordance with 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 include in particular its Far-sightedness, Respect and Responsibility, which give the Remuneration policies an approach that is also based on qualitative and not only quantitative aspects.

Following on from previous years, the Remuneration Policies are defined in order to guarantee **fair remuneration which is adequate to the extent and level of responsibility, professional competence and experience required by the job as well as individual capacity** in order to attract, motivate, place value on and retain key resources. The Remuneration Policies were also defined in **accordance** with the provisions of the laws, regulations and articles of association, and any codes of ethics, promoting the adoption of behaviour that complies with them and that are **consistent** with the requirements of **sustainable performance**.

The remuneration will not prejudice the ability of the enterprise to maintain an adequate capital base. In addition, the remuneration agreements with the suppliers of services will not encourage too much risk to be taken on in consideration of the management strategy of the risk profile of the company.

The consequences of any breaches of the law or codes of ethics are made known to Personnel through adequate internal communication channels.

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

- **a sound and prudent risk management policy**, in line with UnipolSai's and the Group's long-term strategic objectives, profitability and balance, to be understood to be organised in accordance with the specific aspects pertaining to the different sectors, avoiding remuneration policies based exclusively or mainly on short-term results, that would incentivise the excessive exposure or assumption of risks exceeding the risk tolerance limits established by the Board of Directors;
- **internal equity**, so that both the fixed and variable components of remuneration are consistent (i) with the position held and the connected responsibilities, the role assigned, the experience gained, skills, capacities demonstrated and performance, as well as (ii) with the nature, extent and complexity of the risks inherent in 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 on the basis of the various lines of business, for the purpose of basing Remuneration Policies on sound and prudent risk management.

1.1 Alignment of the Remuneration Policies with the sustainability strategy






With regard to sustainability in particular, the Group believes that the opportunities and well-being of the customers and people who work with it on a daily basis are the necessary conditions for its market development capacity and its sustainable success. At Group level, a sustainability policy has therefore been implemented aimed at tracking the strategies and risk management goals relating to areas with environmental, social and governance impact (ESG) of the Group and the Companies in Scope.

The Group undertakes to participate in sustainable development, as defined by the above-mentioned UN Sustainable Development Goals - SDGs, integrating the ESG issues into the business model and its strategic planning activities in order to draw up effective responses and generate shared value with its Stakeholders. From that standpoint, the sustainability strategy of the Group can be set out into the following pillars:



Development and protection of human capital: the integration of multiple skills, capacities and attitudes contribute in a fundamental way to the creation of value. To that end, through specific Group guidelines, the Insurance Company will coordinate and monitor the conditions of work and remuneration of employees, also encouraging consistent and adequate remuneration policies.

To that end, the Group works to protect as best as possible, the health and safety at work, with an incremental approach with respect to what is provided by applicable laws. In the emergency situation resulting from the Covid-19 pandemic, important initiatives were also adopted to allow employees to work safely, setting up "agile" working mechanisms for almost all of the company workers. A company Welfare system was provided for all employees and their families as part of the engagement process and to motivate the personnel, in addition to listening activities and direct involvement of employees. Numerous initiatives were adopted in order to develop the human capital, including the activities carried out by UNICA, the Corporate Academy of the Group that focuses on professional and skilled job training. With regard to the Inclusion & Diversity issues, the Group has also defined guidelines to create a modern, respectful place of work that promotes opportunities for everyone.

	<p>Protection of the environment, the ecosystems, and tackling climate change : the Group supports a preventive approach with regard to environmental challenges, identifying and measuring the impact of its activities in the short, medium and long-term, adopting processes and technologies intended to reduce negative external factors. The system for risk governance, opportunities and impacts linked to climate and nature is set out on an operational basis within the Scope of specific risk management policies, which include the "Guidelines for responsible investing activities".</p>
	<p>Inclusion and financial education: starting from the interpretation of current and emerging social and environmental issues, and from a discussion with Stakeholders, the Group undertakes inclusive initiatives and projects which guarantee expansion of access to insurance services by the disadvantaged segments of society and help to reduce inequalities.</p>
	<p>Customer protection: The Group has defined a culture of accessibility and transparency at all levels of the company and has strict control procedures that involve the various company divisions.</p>
	<p>Correct business practices: pursued through the definition of an organisational, management and control model, and procedures designed to prevent the commission of offences and violations as part of business operations.</p>
	<p>Due Diligence: the Group undertakes to adopt suitable, structured measures to identify, prevent, mitigate and take account of how to deal with the negative impacts, actual and potential, on corporate governance, employment, human rights, environment, corruption and consumers in its activities, in the chain of supply and in other commercial relations.</p>

In that context, the Remuneration Policies support the sustainability strategy, since they are defined over the long term, through variable incentive systems that provide for mechanisms of deferral and balancing between bonuses paid in monetary form and bonuses paid through financial instruments: these elements contribute towards the purpose of aligning the interests of Management with those of the Shareholders.

Additionally, in that context, with a view to monitoring the ESG factors and effectiveness in identifying areas of activity that can create value over the long term, also in line with the provisions of Regulation (EU) 2019/2088, the Unipol Group defined guidelines for responsible investing, allowing for the management, inter alia and in line with the scope provided, of the integration of the risks of sustainability in the decision-making processes relating to the investments.

The Variable Component of the remuneration is also related to sustainability issues using a specific performance indicator:

<p>Reputation and Sustainability</p>	<p>The performance objectives of the 2019-2021 long-term incentive component, in accordance with the strategic plan, include an indicator linked to the reputational profile of the Unipol Group in the three-year period of the incentive system, to be compared with the profile registered by the financial-insurance sector as a whole. The indicator is calculated and measured on the basis of the RepTrak® model, that considers the sustainability performance to be one of the key elements of measurement, with that relating for example to the well-being of the employees, the adoption of ethical and transparent governance and contributions to the goals of tackling climate change and protecting the environment². In that context, the ability to monitor the sustainability risks in the investment activities and to support, as a player in the financial system, the implementation of the UN 2030 Agenda and the transition towards a sustainable economy are all noted as aspects of significant relevance to protect the Group's reputation.</p>
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1.2 Aims of the various remuneration components

The Fixed Component remunerates the extent and level of responsibility, the complexity of what has to be managed and the experience required for the job; it also remunerates the skills and abilities held. It entails a rigid economic base, provided for by the applicable Collective Labour Agreements and, if present, the Additional Company Agreements, any other bilateral agreements and specific internal rules. Internal fairness reasons, competitiveness, attractiveness, meritocracy or the attribution of greater responsibilities may lead to the payment of additional fixed amounts, consolidating them over time

² In particular, the indicator is calculated and measured on the basis of specific reputational drivers of the company: products and services, innovation, workplace (that also includes the level of remuneration, benefit, work-life balance and training), governance (intended as ethical behaviour, transparency, fairness), citizenship (intended as activities aimed at favouring the environment and the community), leadership and performance.

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 pay components linked to reaching short and long term objectives defined beforehand, of which a portion is significantly deferred, and observing rigorous balancing between the monetary component and that based on financial instruments, for both the short and long-term components.

The following principles identified to give incentives to the Recipients therefore constitute specific parameters with reference to the Remuneration Policies, where they include variable components:

- an **appropriate balance** between the **Fixed Component** and the **Variable Component** of the remuneration, with the latter linked to pre-set, objective and measurable efficiency criteria, to strengthen the link between performance and remuneration and setting limits to them beforehand;
- the establishment, as regards the Variable Component of remuneration, of an **adequate balance** between **monetary** disbursements and/or disbursements in **financial instruments**;
- **sustainability** thanks to the proper balance between short and long-term efficiency criteria that the remuneration is based on;
- the **deferred payment** of a significant part of the Variable Component, whose duration is differentiated in accordance with the percentage of the Fixed Component and in any case, not less than that required under applicable laws;
- the existence of **Malus** clauses that provide for the reduction to zero of the Variable Component if certain conditions are met, and **claw-back** clauses that provide for the option to ask for a return of what was already disbursed if certain conditions are met;
- the establishment of a year-long period of **unavailability** with reference to the amounts disbursed in financial instruments;
- the prohibition against relying on **hedging strategies**³ or **specific insurance** against the risk of a downward correction of remuneration, which could alter or invalidate the chance effects connected to the provision of deferred bonuses and paid in the form of financial instruments;
- a **different impact on the risk profiles** of UnipolSai depending on the position held and the responsibilities assigned.

The reference model on which the architecture of the remuneration systems are designed is based on the correlation among the following elements:

- the results of the Unipol Group (including the results in terms of adequacy of the risks taken on with respect to the pre-established goals);
- the UnipolSai results;
- the results of the operational areas of responsibility of the Recipient;
- the individual performances.

1.3 Hedging

In accordance with article 275, paragraph 2, letter (g) of the Delegated Regulation (EU) 2015/35, with respect to Key Personnel and in general the Recipients, personal hedging strategies or remuneration and liability-related insurance which would undermine the risk alignment effects embedded in their remuneration arrangement may not be used.

2. Recipients of the Remuneration policy

The Remuneration Policies apply to members of the Corporate Bodies, the General Manager, the Key managers, including the heads of the Key Functions and the staff at the highest levels of the Key Functions, and other Key Personnel (as defined *infra*) of the Company.

³ This includes but is not limited to the agreement with third parties of option contracts or other forward derivative contracts with underlying financial instruments subject to incentives.

The Company, in order to ensure that remuneration is standardised for the same levels, will therefore apply the Remuneration Policies to all the managers in accordance with what is described below, regardless of whether they belong to the category of Key Personnel.

2.1 The Key Managers and the Key Personnel

The Key Personnel are identified by applying the criteria and principles pursuant to article 2, paragraph 1, letter m) of IVASS Regulation No. 38.

The identification of UnipolSai Key Personnel considers:

- Key Managers identified by the Chairperson and the Chief Executive Officer and Group CEO of the Unipol Group upon proposal of the Group General manager of the Parent Company;
- 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;
- the responsibilities of essential or important activities or functions;
- any parties who do not fall under the previous categories, with weighing of the highest Bracket organisational position; the weight of the organisational positions is measured using methods certified by leading specialised companies recognised at international level, and in accordance with the metrics adopted for the remuneration surveys by sector, and provide for the attribution of an indicator aimed at identifying, on a standardised basis, similar positions, grouping them together into Brackets.

Therefore, the following roles are considered to be Key Personnel at UnipolSai - identified in accordance with the criteria set out above:

KEY PERSONNEL OF UNIPOLSAI
<ul style="list-style-type: none"> - the General Manager; - the Insurance Business Deputy General Manager; - the Administration, Controlling and Operations Deputy General Manager; - the Business Development and Corporate Communication Deputy General Manager; - the Governance, Legal Affairs and Human Resources Deputy General Manager; - the Chief Information Officer; - the Chief Strategic Planning and Organisation Officer; - the Chief Investment Officer; - the Chief Human Resources Officer; - the Chief Property & Casualty Officer; - the Chief Life & Health Officer; - the Chief Commercial Officer; - the Chief Claims Officer; - the Chief Beyond Insurance Officer; - the Integrated Life and Welfare Solutions Manager; - the Head of Reinsurance; - the Group Management Control Manager; - the Chief Risk Officer; - the Head of the Compliance and Anti-Money Laundering Function; - the Head of the Audit Function; - the Head of the Actuarial Function.

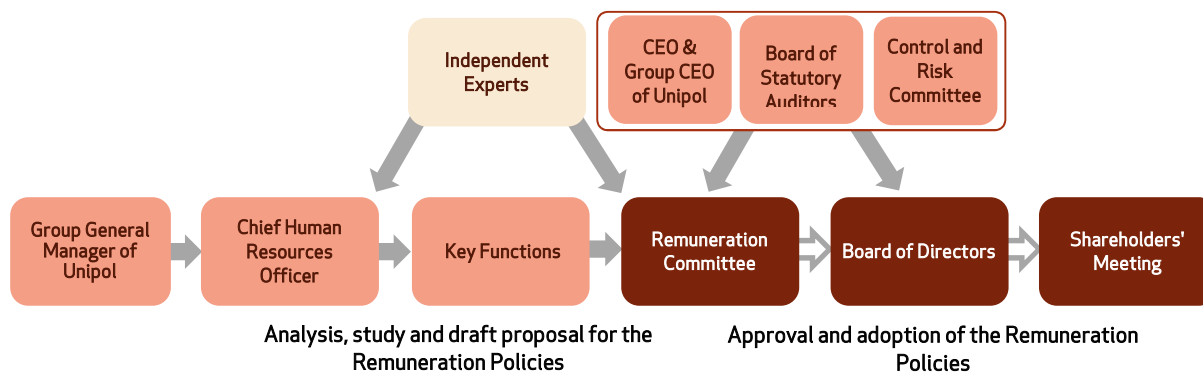
Other people whose activities may have a significant impact on the Insurance Company's risk profile, identified on the basis of the above-illustrated criteria (known as Additional Key Personnel):

- the Sales Director;
- Marketing Planning, Network Relationships and Distribution Models Manager;
- the Chief Legal Officer;
- the Real Estate Director;
- the Finance Director;
- the Director of Communications and Media Relations.

3. The decision-making processes on Remuneration Policies

The governance process adopted by UnipolSai attributes roles, duties and responsibilities in the Remuneration Policies approval procedure, also in accordance with the applicable laws and regulations, in a way that is compatible with the operational governance structure.

The main parties involved in that procedure are the following:



The paragraphs below describe in detail the role of each party involved in the decision-making processes regarding remuneration.

3.1 The Shareholders' Meeting

The ordinary session of the Shareholders' Meeting of UnipolSai, relating to remuneration:

- establishes the annual remuneration due to the members of the board that it appointed;
- approves the Remuneration Policies, including the remuneration plans based on financial instruments in accordance with article 114-bis of the Consolidated Law on Finance;
- approves, with binding vote, Section I of the Report on the remuneration policy and the compensation paid pursuant to Article 123-ter of the Consolidated Law on Finance.
- it expresses its decision with an advisory vote on the approval of Section II of the Report on the remuneration policy and the compensation paid pursuant to Article 123-ter of the Consolidated Law on Finance.

3.2 The Board of Directors

The Board of Directors of UnipolSai, as at the date of drafting this Report, includes the following:

CARLO CIMBRI Chairperson		FABIO CERCHIAI DEPUTY CHAIRPERSON		PIERLUIGI STEFANINI DEPUTY CHAIRPERSON	
Fabrizio Chiodini DIRECTOR	Mario Cifiello DIRECTOR	Lorenzo Cottignoli DIRECTOR	Ernesto Dalle Rive DIRECTOR	Cristina De Benetti DIRECTOR(R)	
Massimo Masotti DIRECTOR	Maria Lillà Montagnani DIRECTOR	Nicla Picchi DIRECTOR(R)	Roberto Pittalis DIRECTOR	Giuseppe Recchi DIRECTOR	
Elisabetta Righini DIRECTOR	Antonio Rizzi DIRECTOR	Barbara Tadolini DIRECTOR	Francesco Vella DIRECTOR(R)		

(R) =Member of the Remuneration Committee

The Board of Directors of UnipolSai, with the support of the Remuneration Committee, and having consulted with the Board of Statutory Auditors and the Control and Risks Committee for the matters they are responsible for, defines and reviews the Remuneration Policies on an annual basis, in accordance with the Group Remuneration Policies, and it is responsible for their correct application.

Additionally:

- it defines, on the basis of the proposals made by the Remuneration Committee, the remuneration of the executive Directors and the Directors holding special offices, taking account of the guidance provided by the Parent Company;
- it may recognise, in accordance with the guidance given by the Parent Company, compensation for the General Manager which may be considered useful in order to calculate the Variable Component of the Remuneration;
- submits an adequate disclosure to UnipolSai's Shareholders' Meeting on the Remuneration Policies for their approval and - on an annual basis - on their application;
- decides, in accordance with the Remuneration Policies, any incentive plans, including those based on financial instruments to submit for the approval of the Shareholders' Meeting of UnipolSai.

The decision-making processes relating to UnipolSai Remuneration Policies are clear, recorded, transparent and include measures aimed at avoiding conflicts of interest.

3.2.1 Provision for exceptions to elements of the Remuneration Policies

As provided by article 123-ter, paragraph 3-bis of the Consolidated Law on Finance updated in 2019, if events occur that could influence the elements making up the incentive system adopted by UnipolSai (including but not limited to extraordinary transactions or transactions on capital relating to UnipolSai and/or the Unipol Group, mergers, regulatory amendments or to the scope of the company an/or of the Unipol Group) or if there is a high level of discontinuity on the market (such as the occurrence of material variations in the national and/or international macroeconomic situation or of monetary policies) or if other exceptional circumstances occur, UnipolSai - subject to decision by the applicable bodies of the Parent Company as set out below - may temporarily make an exception to its Remuneration Policies, subject to complying with prevailing laws and regulations.

The Board of Directors of Unipol will have, subject to the approval of the Remuneration Committee, in accordance with the Board of Statutory Auditors and the Committee for Transactions with Related Parties, in line with the Related Parties Procedure, and to the extent of the responsibility of the corresponding bodies of UnipolSai that are involved, the right to make any exceptions considered necessary or advisable to the Remuneration Policies, in line with the aim of maintaining fairness and

the overall consistency of the Remuneration Policies, or in order to pursue the long-term interests and the sustainability of the Company as a whole, or to ensure its ability to remain as a going concern on the market.

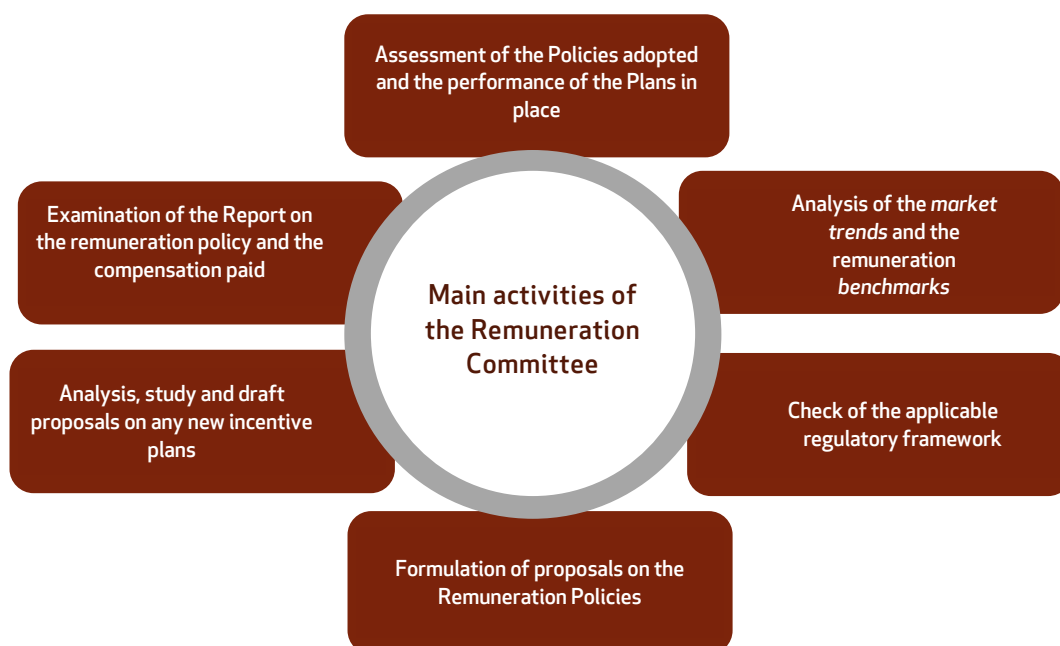
Subject to compliance with regulatory restrictions, the right to make exceptions may both regard all the elements that constitute remuneration, and - including but not limited to - the extent or type of thresholds needed if the conditions are met to disburse the Variable Components, the amount, either increasing or decreasing, the Variable Component due in accordance with the provisions contained in the Remuneration Policies, the payment or non-payment of the Variable Component even though the conditions provided for its non-disbursement or its disbursement were met, and the bringing forward or postponing of the dates of disbursement of the Variable Component compared to what is provided for in paragraphs 6.3.2.1 and 6.3.2.2.

3.3 Remuneration Committee

The Remuneration Committee established at UnipolSai supports the Board of Directors with this, 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) submits proposals or gives its opinion to the Board of Directors on the remuneration of the Directors who hold special offices and the General Manager, taking account of the guidance given by the Parent Company, as well as for setting up performance objectives related to the Variable Component of the remuneration, consistent with the Remuneration Policies adopted by the Board of Directors;
- (iii) regularly submits the Remuneration Policies to be checked in order to ensure the adequacy, the overall consistency and practical application by the Company of the general remuneration policies of the Directors, the General Manager and the other Key Managers (including the heads of the Key Functions) of UnipolSai, making use, in this last regard, of the information provided by the Chief Executive Officer and Group CEO and General Manager of Unipol and making proposals on the matter to the Board of Directors;
- (iv) identifies potential conflicts of interest and the measures adopted to manage them;
- (v) it ascertains the fulfilment of conditions for the payment of incentives to Significant Personnel;
- (vi) provides adequate disclosure to the Board of Directors on the effective functioning of the Remuneration Policies;
- (vii) formulates opinions to the Board of Directors regarding the remuneration of the members of the Supervisory Body of the Company pursuant to Legislative Decree No. 231/2001;
- (viii) express opinions to the Board of Directors in the case of exceptional circumstances and - where so provided - subject to activation of the Related Parties Procedure, temporary exceptions to the Remuneration Policies.

The Remuneration Committee will meet on a regular basis, and with the frequency needed to carry out its functions in accordance with an annual calendar that generally follows the following cycle of activities:



3.4 The Board of Statutory Auditors and the Control and Risks Committee

In accordance with article 2389, paragraph 3 of the Civil Code, the Board of Statutory Auditors takes part in the meetings of the Remuneration Committee and expresses the opinions required by prevailing law with reference to the remuneration of the Directors holding special offices, checking the consistency with the general policies adopted by the Company.

The Control and Risks Committee gives its opinion to the Board of Directors on the consistency of the remuneration of the Managers with Key Functions with the Remuneration Policies.

3.5 The Chief Executive Officer and Group CEO of the Unipol Group

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

- provides the Remuneration Committee with instructions for the formulation of proposals to be submitted to the Board of Directors with respect to the general remuneration policies of the Key Managers of UnipolSai and the Key Personnel (including the heads of the Key Functions);
- formulates to the Board of Directors of the Insurance Company, pursuant to the guidelines identified in the general policies that it decided on, proposals regarding the remuneration of the General Manager of UnipolSai, as well as the determination of the relative financial package, setting the performance objectives related to the Variable Component of such remuneration, in line with the Group Remuneration Policies;
- defines the pay package of the Key Managers of UnipolSai (including the heads of the Key Functions), establishing the performance targets correlated with the Variable Component, in line with the Group Remuneration Policies and with 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.

3.6 The Chief Human Resources Officer

The Chief Human Resources Officer, on the basis of the strategic guidelines provided by the Group General Manager, will be in charge of instructing and governing the process to reformulate the proposals relating to the Remuneration Policies and will oversee the implementation, involving other functions where necessary and/or advisable.

3.7 The Key Functions

The Key Functions are involved, to the extent of their respective responsibilities, both in the prior stage of defining the Remuneration Policies, and in the subsequent stage of checking them; this is also in order to check any amendments made to the riskiness or the contribution to the Company risk profile.

To that end, inter alia:

- the Chief Risk Officer, responsible for the Risk Management activities, will help ensure the consistency of the Remuneration Policies with the risk appetite, also through the definition of appropriate risk indicators and the checking to ensure they are used properly;
- the Compliance and Anti-Money Laundering Function will check to ensure compliance with the objectives of complying with the self-regulatory provisions and prevailing laws in order to prevent and reduce the legal and reputational risks, and with regard to managing the risk of money-laundering, check to ensure the Remuneration Policies do not contain provisions that could potentially counteract the purpose of controlling and preventing said risk;
- the Audit function checks to ensure the correct application of the Remuneration Policies with a view towards effectiveness and safeguarding the Company's capital.

The above-mentioned functions refer to the results of the checks carried out by the applicable bodies in charge of adopting any corrective measures; the results of the checks carried out are also brought to the attention of the Shareholders' Meeting of UnipolSai every year as part of the disclosure on the application of the Remuneration Policies.

3.8 Independent Experts

UnipolSai used the consultancy services of Willis Towers Watson in order to prepare the Remuneration Policies as they are independent experts.

Previously, UnipolSai also used other leading consultancy firms to check the best remuneration practices in its area of activity and for the development of an external competitiveness analysis on the market benchmarks with respect to companies in the sector considered to be comparable.

4. Market practices

UnipolSai monitors the main market practices in the area of remuneration through benchmarking in order to check the competitiveness of the Remuneration on offer. To that end, generally similar companies in terms of sector, size and/or complexity are considered comparable to UnipolSai.

More specifically, for the figures of the General Manager and remaining Key Personnel, similar positions belonging to the following sample were considered in the past:

Assicurazioni Generali	AXA	Banco BPM	Cattolica	Intesa Sanpaolo	Mediobanca
Poste Italiane (insurance and banking sectors)	SACE	UBI Banca	Unicredit	Zurich	

UnipolSai is now assessing whether to review the sample of comparable companies, also in view of the market developments currently in place in the Italian and European financial context.

5. Remuneration Policies for the Corporate Bodies

The Remuneration Policies for the Corporate Bodies are defined for the following roles:

- Board of Directors, or:
 - Chairperson of the Board of Directors;
 - Deputy Chairperson of the Board of Directors;
 - Directors who do not hold special offices;
- Board of Statutory Auditors.

5.1 The remuneration of the Chairperson and the Deputy Chairperson of the Board of Directors

The remuneration of the Chairperson and the Deputy Chairperson of the Board of Directors includes a fixed salary decided by the Board of Directors, subject to the opinion of the Remuneration Committee and the Board of Statutory Auditors, in line with what was defined by the Board of Directors.

The following salaries were established for the position of Chairperson and Deputy Chairperson of the Board of Directors of UnipolSai for the 2019-2021 term of office:

	Chairperson of UnipolSai	Deputy Chairperson of UnipolSai
Salary pursuant to article 2389, paragraph 3 of the Italian Civil Code	Euro 900,000	Euro 200,000

In accordance with the provisions of the law, the Chairperson and the Deputy Chairperson will not take part in the voting that relates to decisions on their salaries and will not take part in the board meeting relating to that topic.

There are also certain Benefits - as set out in paragraph 5.2 - completing the remuneration package, in accordance with applicable laws, taking account of market practices.

5.2 The remuneration of Directors

The annual compensation of the Directors in accordance with article 2389, paragraph 1 of the Civil Code - determined as a fixed amount - was decided upon by the Shareholders' Meeting on 17 April 2019; in addition to this, along with reimbursement for expenses incurred to carry out the office, an attendance fee for each meeting of the board of directors and corporate shareholders' meeting attended is provided. The Company of which they are Directors also covers the cost of insurance covering the risks connected to third-party liability deriving from legal and contractual obligations inherent in the office of Director and the related legal protection (i.e. D&O Policy).

More specifically, the following amounts were decided upon for the 2019-2021 term of office of the Board of Directors of UnipolSai:

		UnipolSai Directors
Salary pursuant to article 2389, paragraph 1 of the Italian Civil Code		Euro 50,000
Attendance fee for board meetings or shareholders' meetings	Attendance in person	Euro 1,000
	Attendance by telephone or audiovisual connection	Euro 500

The Board of Directors may also pay the Directors - who are members of internal board committees - a fee for taking part in the meetings of said committees, in addition to the reimbursement for the out-of-pocket expenses incurred to carry out the job. This fee is Euro 1,000 for the Company, reduced to Euro 500 if they participate by telephone or audiovisual connection.

Non-executive Directors are not provided with any Variable remuneration Component; on the other hand, after consulting with the Board of Statutory Auditors, Executive Directors may be recognised a short and/or long-term variable remuneration component, subject to the criteria set forth in the Company's incentive system.

After consulting with the Board of Statutory Auditors, the Board of Directors may provide additional fixed remuneration to Directors holding special offices; such Directors may also be provided supplementary Benefits relating to lodging and/or the use of company vehicles.

With regard to the criteria and procedures for the recognition of any end-of-office compensation, it will be possible to provide for its assignment in compliance with regulations in force, and in any event subject to a Board of Directors decision based on a Remuneration Committee proposal. Note, however, that to date there are no such arrangements in place with any Director.

5.3 The remuneration of the Control Body

The annual compensation of the members of the Board of Statutory Auditors is determined as a fixed amount, and is adequate to the skills, professional competence and commitment required by the significance of the role covered, and there is a difference between standing Auditors and the Chairperson of the Board of Statutory Auditors; this is added to the reimbursement of the expense incurred to exercise the function, and an attendance fee for each board meeting, shareholders' meeting or board Committee meeting that the Statutory Auditor attends. The Company also covers the cost of insurance covering the risks connected to third-party liability deriving from legal and contractual obligations inherent in the office of Statutory Auditor and the related legal protection (i.e. D&O Policy).

The annual compensation for Statutory Auditors of UnipolSai was established by the Shareholders' Meeting of 23 April 2018 for the 2018-2020 term of office, as follows:

	Chairperson of the Board of Statutory Auditors of UnipolSai	Statutory Auditor of UnipolSai
Fixed salary pursuant to article 2402 of the Italian Civil Code	Euro 75,000	Euro 50,000

The Shareholders' Meeting called to approve the financial statements as at 31 December 2020 will appoint the new Board of Statutory Auditors for the 2021-2023 term of office, determining the compensation due to the Chairperson and each standing member of the Board.

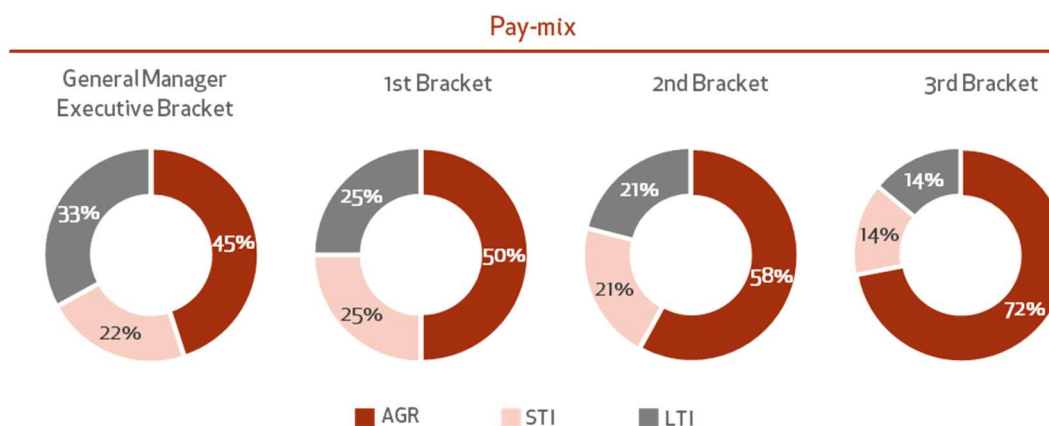
Statutory auditors are not paid any Variable Remuneration.

6. The remuneration of the General Manager and the Key Personnel

The Remuneration of the General Manager and the Key Personnel, including the Managers with Key Responsibilities, and the heads and persons at higher levels of the Key Functions, includes a Fixed Component, a Variable Component and Benefits in accordance with the terms and conditions specified below.

6.1 Pay-mix

Disclosure is provided below regarding the theoretical Pay-mix, calculated considering the Potential Bonus that can be disbursed, as per paragraph 6.3.



6.2 Fixed 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;
- the qualitative weight of the skills possessed and acquired;
- alignment with sector and comparable market benchmarks.

In any event, this component is determined in a manner that can guarantee adequate remuneration, even if no variable incentives are provided.

In line with the Group Policies, the Board of Directors of the Insurance Company may pay the General Manager a salary for the position (fixed and/or variable) which may be considered useful in order to form the basis of the calculation of the Variable Component to be calculated using the methods described in paragraph 6.3.2

6.3 VARIABLE COMPONENT

6.3.1 Breakdown of the Managers into Brackets

Key Personnel who qualify as managers and the remaining management staff of the Company are broken down into Brackets, related to the weight of the organisational position, the significance and complexity of the role and of the position. The “weight” is measured using a method certified by leading specialist companies in the area of Human Capital and recognised at international level.

In particular:

- The Top Executives are included in the Executive Bracket;
- the holders of roles with high levels of complexity and organisational importance are included in the 1st Bracket;
- the holders of roles of special organisational significance are included in the 2nd Bracket;
- The remaining holders of other roles are included in the 3rd Bracket.

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

Different approaches are taken in the breakdown into Brackets compared to the Remuneration Policies, including the different structuring and quantification relating to the Variable Incentive as described in paragraph 6.1 (i.e. Pay-mix).

The reference Bracket is the one that the Recipient is assigned to over a time period mainly in the Year of Accrual.

6.3.2 The variable incentive system

The recognition of the Variable Remuneration Component is governed by the UPM System, aimed at developing a sustainable performance culture, which relates the results of the Group and UnipolSai to the individual performances.

In line with what is requested under prevailing laws on remuneration policies, the Variable Component is to reward the results achieved in the short and medium-long term, sustainability and the creation of value for the Shareholders of UnipolSai.

The performance objectives - i.e. the economic results and any other specific objectives to which the disbursement of the Variable Component is connected - are pre-established, objective, measurable and linked to the creation of value for the Shareholders over the medium-long period; in addition, the payment of a relevant portion of the Variable Component is deferred for an adequate length of time with respect to when it accrues. The measurement of that portion and the duration of the Deferral period are in line with the position held.

The principles described above, in addition to the independence criteria of the Variable Component of heads and higher level staff of the Key Functions, from the results achieved by the operating units subject to their control and how dependent said component is on achieving the objectives connected to the effectiveness and quality of the control action on condition that they are not the source of conflicts of interest.

The UPM System provides the assumptions and criteria for determination of the Potential Bonus, whose maximum annual measurement is determined as a percentage of the Annual Gross Remuneration of the Recipient on 31 December of the Year of Accrual, differentiated in accordance with the Bracket they belong to.

The Recipients of the UPM System are those who, in the Year of Accrual, have been employed for at least six months, applying the effects of the participation in the UPM System on a *pro rata* basis.

the UPM System applies in accordance with differentiated criteria in accordance with:

- (i) the classification of the Recipient as a Key Staff member on condition that said classification was attributed to the Recipient over a time period mostly in the Year of Accrual;
- (ii) the role of the Recipient (for example belonging to the Key Functions), provided that the role is covered over a time period mostly in the Year of Accrual.

The actual applicability of the UPM System to the individual Recipient is determined in accordance with the professional service actually and mainly provided by the Recipient in a company (also if "seconded out"), with the contractual affiliation not being relevant for the purposes of the UPM System.

The Seconding Company defines and sets the final individual objectives in association with the Host Company or Companies.

The Potential Bonus, as set out in detail in the table below, is organised into the following components:

- (i) an STI component, with **50 %** paid in **monetary** format and the remaining **50 %** in the form of **financial** instruments
- (ii) an LTI component, with **50%** paid in **monetary** format and the remaining **50 %** in the form of **financial** instruments.

Table 1

	Potential Bonus of the General Manager of UnipolSai and the Key Personnel (including Key Managers)				
	% maximum with respect to the Annual Gross Remuneration	of which: (% maximum with respect to the AGR)		% weight compared to Total Bonus	
		STI	LTI	STI	LTI
General Manager Executive bracket managers	125%	50%	75%	40%	60%
1st Bracket Managers	100%	50%	50%	50%	50%
2nd Bracket Managers	70%	35%	35%	50%	50%
3rd Bracket Managers	40%	20%	20%	50%	50%

In accordance with the IVASS Guidelines, the Variable Remuneration to be allocated to the General Manager was identified as a Particularly High Amount due to its percentage to the fixed salary.

The STI component, if the Group objectives are achieved, is disbursed in full the year after the Year of Accrual, with 50% in monetary form and 50% in financial instruments.

The LTI component, if the Group objectives are achieved, will be paid starting from 2023, with 50% in monetary form and 50% in financial instruments:

- in five *pro rata* tranches for the Recipients to which the amount provided for regarding the Particularly High Amount of the Variable Remuneration is applied,
- in three *pro rata* tranches for the remaining Recipients.

The Malus and Claw-back clauses apply, as defined in paragraph 9.

The equity portions, attributed as Variable Remuneration, are subject to a Holding Period with a duration of one year.

6.3.2.1 Short-Term Bonus (STI)

The access to the STI Bonus is subject to the achievement of the following objectives that take account of current and prospective risks connected to the pre-established results of the Unipol Group and UnipolSai and related charges in terms of cost of capital used and the necessary cash.

Two conditions of access are therefore provided for, linked to Group objectives:

- achieving at least 90%⁴ of the Consolidated Gross Profit⁵ objective of the Unipol Group pursuant to the budget approved by the Parent Company for the Year of Accrual;
- the existence of a consolidated coverage ratio (capital adequacy) of the Unipol Group calculated in accordance with the Solvency II⁶ metric, equal to 100% of the fixed target for the Year of Accrual by the applicable decision-making bodies; a value of between

⁴ For the managers who do not fall under the category of Key Personnel, the minimum threshold to achieve the Consolidated Gross Profit objective needed for access to the UPM System amounts to 80% of the budget approved by the Parent Company for the Year of Accrual.

⁵ Subject to any changes and/or additions, decided on by the applicable company bodies in accordance with the provisions of the Remuneration Policies, resulting from factors that are not related to the ordinary industrial management of the individual businesses.

⁶ 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.

100% and 80% of the target, provided that the result is not less than 1.0⁷, reduces the Actual Bonus by 25%, which will be reduced to zero if said value is less than 80% of the target or at 1.0

It will also be necessary for UnipolSai to check the two access conditions linked to the Company objectives:

- achievement of the objective of 90%⁸ of the IAS Individual Gross Profit ⁹as per the budget approved for the Year of Accrual;
- the existence of an individual solvency ratio (financial stability) of Unipol, calculated using Solvency II metrics equal to the objective set for the Year of Accrual by the pertinent decision-making bodies.

The failure of even one of the above-mentioned conditions to be met will result in the setting any Variable Incentive coming from the UPM System for the Year of Accrual to zero.

Table 2

Bonus STI 2021		
Format access conditions and 2021 thresholds		
Consolidated Gross Profit of Unipol	<90% of the target	0%
	≥ 90% of the target	100%
Consolidated coverage ratio (capital adequacy) of Unipol - Solvency II	<80% of the objective or <1.0	0%
	<100% of the objective and >1.0	25% reduction
	≥ 100% of the target	100%
IAS individual Gross Profit of UnipolSai S.p.A.	<90% of the objective	0%
	≥ 90% of the objective	100%
Coverage ratio (capital adequacy) of UnipolSai S.p.A. - Solvency II	<100% of the objective	0%
	≥ 100% of the objective	100%
↓		
2021 Individual objectives		

The access to the UPM System for the heads of the Key Functions is linked exclusively to achievement of the Solvency II coverage indices.

The UPM System provides for disbursing an STI Bonus where the amount is calculated in accordance with the Individual Performance Level achieved and the percentage of Potential Bonus that can be assigned to the Recipient, as illustrated in table 1.

The General Manager of UnipolSai and the Key Personnel and in general the Recipients of the UPM System are assigned four individual objectives every year, including both qualitative and quantitative, and each of these is associated with a "weight" that identifies the importance with respect to all the individual objectives. These objectives are

⁷ In any case, not less than the *Risk Tolerance* value approved by the Board of Directors of the Unipol Group within the Scope of the Risk Appetite Statement.

⁸ For the managers who do not fall under the category of Key Personnel, the minimum threshold to achieve the Individual IAS Gross Profit objective needed for access to the UPM System amounts to 80% of the budget approved by the Company for the Year of Accrual.

⁹ Subject to any changes and/or additions, decided on by the applicable company bodies in accordance with the provisions of the Remuneration Policies, resulting from factors that are not related to the ordinary industrial management of the individual businesses.

structured in line with the strategic objectives of the Group and consistent with the risk profiles established for the Group.

These objectives - with the first two representing quantitative objectives relating to their areas of responsibility - are arranged as follows:

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

The final balance of each individual objective is calculated by applying the following percentage values to the weight related to the objective itself:

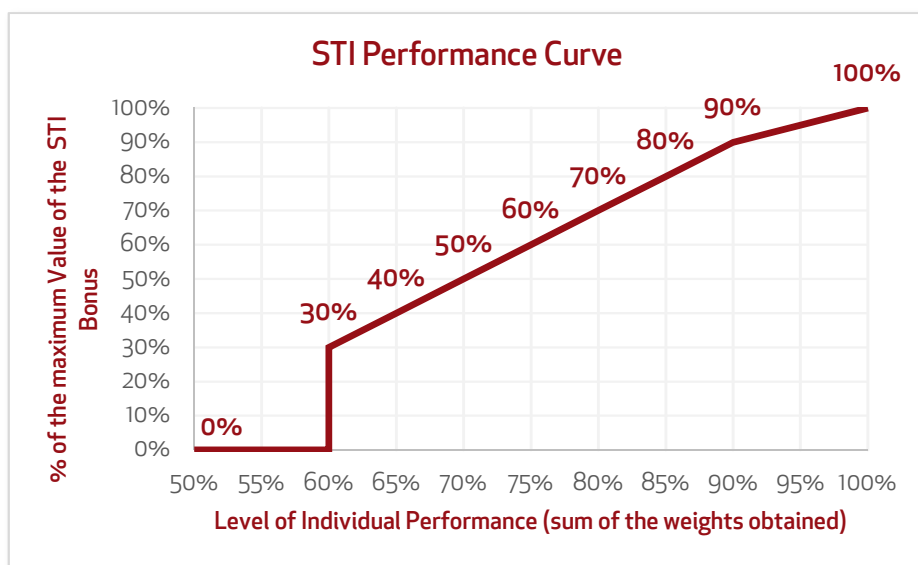
- Not achieved = 0% of the weight of the individual objective;
- Partially achieved = 50% of the weight of the individual objective;
- Achieved = 100% of the weight of the individual objective.

The overall Individual performance Level is obtained by adding together the performance values of the individual objectives, determined as set out above.

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

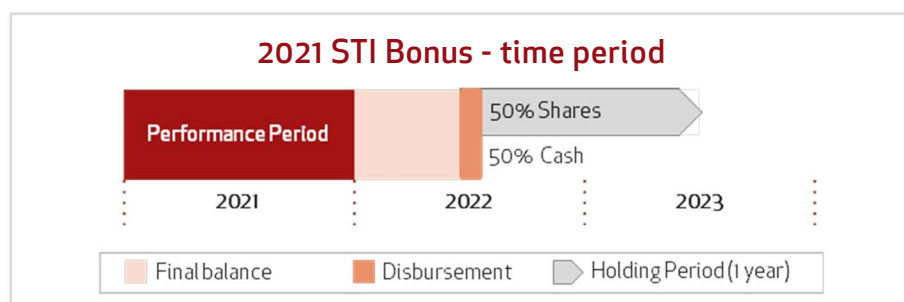
In the event of failure to achieve even one of the two quantitative objectives, even if the result calculated as envisaged generates a value equal to or over 60%, it will result in the "Not achieved" status, and the Actual Bonus will be zero.

The Pay-out curve of the STI Bonus is shown below in accordance with the individual performance as calculated above:



Any disbursement of the STI Bonus will be made by May of the year following the Year of Accrual (i.e. by May 2022 for the STI 2021 Bonus).

The STI Bonus comprises two parts: one part, equal to 50% of its amount, in monetary form; the other part, equal to the remaining 50%, in Shares: a Holding Period will apply to the Shares, with a duration of one year, which will start from when the Recipient has tangible access to the Shares. This duration is considered adequate in relation to the characteristics of the result measurement systems to measure the risks taken on in the various business units, including the risk-adjustment mechanisms.



The number of Shares attributable is calculated by dividing 50% of the value of the STI Bonus in two equal parts. One part is related to the average value of the ordinary Unipol share recorded in January of the Year of Accrual, while the other part is related to the average value of the ordinary UnipolSai share also recorded in January of the Accrual Year. The Malus and Claw-back clauses apply to the STI Bonus, as defined in paragraph 9.

6.3.2.2 Long-term Bonus (LTI)

The UPM System provides, after the end of the Applicable Three-year period, for the disbursement of the LTI Bonus, where the amount is calculated (as illustrated herein) in proportion to the Actual STI Bonus.

The LTI Bonus is assigned in accordance with a closed plan set out over the three years of the Industrial Plan (2019-2020-2021)

The amount of the LTI Bonus is related to both the STI performance achieved, and the achievement - including separately - of the indicators reported in the table below.

Table 3

KPI: Not Key Functions		LTI thresholds	
45%	Consolidated Gross Profit of the Unipol Group accumulated in the three-year period 2019-2021	<80% of target	0%
		≥80% of target	45% +
30%	Solvency capital requirement of the Unipol Group at the end of said three-year period	<100% of target	0%
		≥100% of target	30% +
20%	Positive ratio between the average value of Unipol Group shares in the first two-month period of 2022 and the average value in the first two-month period of 2019	Ratio ≤ 1	0%
		Ratio > 1	20% +
5%	Reputational profile of the Unipol Group in the three-year period 2019-2021 higher than the one recorded, in the same period, in Financial-Insurance Sector as a whole (value measured according to RepTrak® model)	Equal or less value	0%
		Higher value	5%

The amount of the LTI Bonus for Recipients who work at the Key Functions shall depend on whether the indicators reported in the table below have been achieved, including separately.

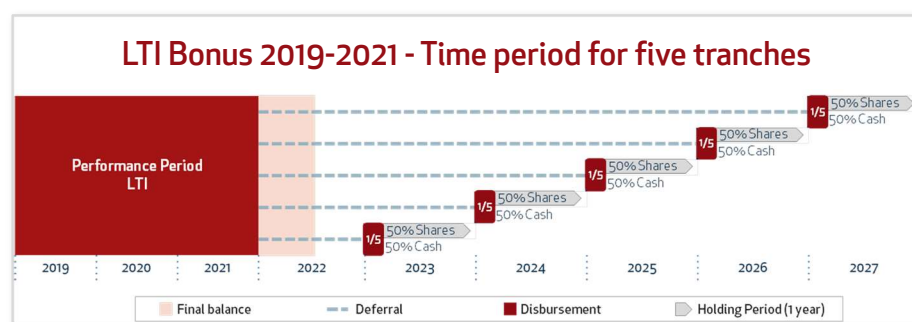
Table 4

KPI Key Functions		LTI thresholds	
60%	Average level of Individual Performance in the 2019-2021 three-year period of not less than 80%	<80% of target	0%
		≥80% of target	60%
			+
35%	Solvency capital requirement of the Unipol Group at the end of said three-year period	<100% of target	0%
		≥100% of target	35%
			+
5%	Reputational profile of the Unipol Group in the three-year period 2019-2021 higher than the one recorded, in the same period, in Financial-Insurance Sector as a whole (value measured according to RepTrak® model)	Equal or less value	0%
		Higher value	5%

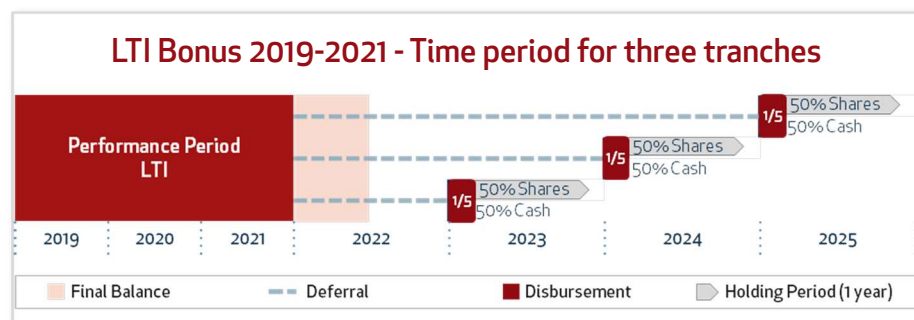
For the Recipients to whom the provisions regarding the Particularly High Amount of the Variable Remuneration applies, each of the five annual tranches in which the LTI Bonus is disbursed is equal to a fifth of the amount of the Actual LTI Bonus accrued in the Three Years of Accrual, re-proportioned on the basis of whether the long-term objectives have been achieved, as illustrated in Table 3 (or Table 4 where applicable). Any disbursement will be on a pro rata basis by January of each of the years 2023, 2024, 2025, 2026 and 2027.

The LTI Bonus comprises two parts: one part, equal to 50% of the amount, in monetary form; the other part, equal to the remaining 50%, in Shares. A Holding Period applies to the Shares, with a duration of one year, running from when the Recipient has tangible access to the Shares. This duration is considered adequate in relation to the characteristics of the result measurement systems to measure the risks taken on in the various business units, including the risk-adjustment mechanisms.

The number of Shares attributable is calculated by dividing 50% of the value of the LTI Bonus into two equal parts. One part relates 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.



For the Recipients to whom the provisions regarding the Particularly High Amount of the Variable Remuneration do not apply, the LTI Bonus is disbursed in three annual tranches, each of which is equal to a third of the amount of the Actual LTI Bonus accrued in the Three Years of Accrual, re-proportioned on the basis of whether the long-term objectives have been achieved, as illustrated in Table 3 (or Table 4 where applicable). Any disbursement will be on a pro rata basis by January of each of the years 2023, 2024 and 2025 as illustrated below:



The Malus and Claw-back clauses apply to the LTI Bonus, as defined in paragraph 9.

6.3.2.3 The process for the assignment, assessment and measurement of the objectives

The process of assignment, evaluation and final calculation of the objectives will be carried out by the direct hierarchical superior of the Recipient, the top manager, the Group General Manager - who will use the support of the Chief Human Resources Officer - and the Chief Executive Officer and Group CEO of the Unipol Group.

When the objectives are allocated, the Recipient will be made aware of the Remuneration Policies applied to him or her. The Recipient will declare, in writing, that he or she is aware of the content and accepts the above-mentioned documentation.

The Group Remuneration Policies and Remuneration Policies of the Segment or Company are made known to all the Recipients by publication on the company Intranet.

In the measurement process, the aforesaid bodies shall also duly take account of 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.

In the measurement process, the contribution of the Chief Risk Officer is used, who is responsible for the Risk Management activities, and the Group Management Control Department for the prior and subsequent check of the quantitative indicators.

The size of the STI and LTI Bonuses due shall be defined at the end of all the steps prescribed by the assessment and measurement process.

If the Recipient is affected during the year by organisational changes that also involve a change in his or her direct manager, the previous manager will have to share the previously assigned objectives with the new manager, and send them all the necessary documentation. The new manager will be in charge of evaluating, along with the parties indicated above, whether to assign other objectives besides those previously assigned, repeating the process if that happens. In that case, the measurement will have to be carried out on a pro rata proportional basis on the achievement of the previous objectives and the new objectives, and during the measurement, the previous manager will have to make an assessment for the part that he or she was responsible for.

6.3.2.4 Terms of disbursement

The monetary component and the attribution of the Shares related to the STI and LTI Bonus amount owed will be disbursed, in the terms indicated above, on condition that at the date of payment the Recipient is actually employed by UnipolSai or another Unipol Group company and that they are not in a notice period or on leave, subject to the following:

1. The amount of the monetary component to disburse and the number of Shares to attribute relating to the amount of STI Bonus due will be recalculated on a pro rata basis on the basis of the number of entire months actually spent in the service by the Recipient in question, for:
 - i. Recipients who no longer work with UnipolSai and/or other companies in the Unipol Group during the Year of Accrual of the Bonus amount, due to the effect of the accrual of the right to an old-age pension or other pension right accruals,

- provided that they were adopted at the initiative of the company by recourse to legislative or contractual provisions;
- ii. Recipients who no longer work with UnipolSai and/or with other Unipol Group companies during the Year of Accrual of the Bonus amount due to an agreement with the employer on the basis of what is defined in the previous agreement;
 - iii. Recipients involved in extraordinary corporate transactions that involved the transfer of the ownership of the controlling stake of the company where they are employed to another party who is not part of the Unipol Group, terminated during the Year of Accrual of the Bonus amount.
2. In the following cases¹⁰, the monetary component is disbursed and the Shares relating to the LTI Bonus amount are attributed:
- i. to the Recipients who no longer work with UnipolSai and/or other companies in the Unipol Group, starting from 31 December of the last year of the Three Years of Accrual, due to the effect of the accrual of the right to an old-age pension or other pension right accruals, provided that they were adopted at the initiative of the company by recourse to legislative or contractual provisions;
 - ii. to the Recipients who no longer work with UnipolSai and/or with other Unipol Group companies, starting from 31 December of the final year of the Three Years of Accrual due to an agreement with the employer on the basis of what is defined in the previous agreement;
 - iii. to the Recipients involved in extraordinary corporate transactions that involved the transfer of the ownership of the controlling stake of the company where they are employed to another party who is not part of the Unipol Group, terminated starting from 31 December of the last year of the Three Years of Accrual.

6.4 Benefit

The non-monetary Benefits on which the social security and tax contribution are also calculated 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.

In addition to the provisions of the national collective labour agreement and company rules (including supplementary benefits and social security assistance, assistance funds and joining a pension fund) a company car is assigned for business and personal use to managers who belong to the 1st and 2nd Brackets of the Executive Bracket.

It is also possible to provide for the allocation of lodging, with the costs partially or totally borne by the Reference Company of the Recipient on the basis of necessary assessments on a case by case basis.

6.5 Loyalty bonuses

For the purpose of *retention*, with a view towards encouraging the achievement of the governance, growth and development objectives of the Group, loyalty bonuses may be awarded to Managers who have given their services to UnipolSai or for the Group for a certain number of years. The amount of said bonuses to be disbursed upon termination of employment cannot exceed the amount of three years worth of total annual remuneration calculated for the variable part as envisaged by article 2121, paragraph 2 of the Italian Civil Code. This loyalty bonus will be paid within 30 days of the date the employment relationship is terminated. Once the thirtieth year of service in UnipolSai or in the Group has been reached, a portion of the loyalty bonus accrued up to that point can be paid, subject to decision by the Board of Directors and with the approval of the Remuneration Committee.

¹⁰ Subject to specific individual treatment adopted by UnipolSai, subject to decision by the Board of Directors, in consultation with the Remuneration Committee where present.

6.6 Severance

For Directors, there may be payment of an amount, recognised when they terminate their employment, of not more than three years worth of total annual pay, if the termination of employment is on a consensual basis, or dismissal, not backed by just cause, or dismissal for just cause. Moreover, UnipolSai may request beneficiaries to return all or part of the afore-mentioned gross amount, 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.

At the moment, there are no non-compete agreements in place, or no allocation or maintenance of non-monetary benefits in favour of Key Managers, and there are no consultation contracts in place for a period following the termination of their employment relationships.

With regard to termination of the employment relationship, please refer to paragraph 6.3.2.4 for more information on the incentive plans.

6.7 Other components of remuneration

In addition to those provided for by the applicable National Collective Labour Contract, the following can also form part of the remuneration (unless otherwise specified by the various Segments):

- 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 component and the variable component of remuneration, as set forth in laws in force;
 - (iii) recognition following approval of the Board of Directors of UnipolSai.
- Welcome Bonus, provided for in exceptional cases when hiring new staff, to be paid within the first 18 months from the date hired;
- payments made for stability agreements, generally for a period of no longer than three years, paid in order to guarantee adequate continuity of the work relationship, ensure greater company stability and help give further incentives for the quality of the professional services of certain Key Managers and/or other resources considered to be key;
- any compensation recognised on a one-off basis to restore any revocation of Benefits previously assigned (such as cars for example).

7. The remuneration of the Key Personnel who are not Managers

In addition to the Fixed Component, the retribution of the Key Personnel who are not managers may provide for 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 entails a rigid economic base, provided for by the applicable Collective Labour Contracts and, if present, the Additional Company Agreements, any other bilateral agreements and specific internal Rules, and is determined in accordance with the level of classification and the length of service. Internal fairness reasons, competitiveness, attractiveness, meritocracy or the attribution of greater responsibilities may lead to the payment of additional fixed amounts, consolidating them over time.

The National Collective Labour Contracts in effect, applicable to the personnel working at the companies, provide, inter alia, for disbursing a "Variable Company Bonus" ("PAV" - National Contract, ANIA) which constitutes a variable portion of the 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.

In addition to those provided for by the applicable National Collective Labour Contract, the following can also form part of the remuneration:

- a one-off payment and/or individual company bonuses, disbursed in monetary format and as a single payment, if objective circumstances occur that require a particularly significant professional effort;
- monetary bonuses when the objectives assigned have been achieved following participation in annual or interim systems;
- Welcome Bonus, provided for in exceptional cases when hiring new staff, to be paid within the first 18 months from the date hired;
- payments made for stability agreements, generally for a period of no longer than three years, paid in order to guarantee adequate continuity of the work relationship, ensure greater company stability and help give further incentives for the quality of the professional services of resources considered to be key;
- any compensation recognised on a one-off basis to restore any revocation of Benefits previously assigned (such as cars for example).

8. The remuneration of the Key Personnel of the Open Pension Fund

If the Insurance Company manages an Open Pension Fund ("**Fund**"), specific provisions will have to be complied with in order to determine the remuneration of the Key Personnel identified in the Fund, and therefore the provisions described in paragraphs 5.1 to 5.6 shall not apply as illustrated below.

The Key Personnel of the Fund, identified by the implementing Company, comprises:

- the Fund Manager;
- the heads of the Key Functions¹¹

The governance process adopted regarding the remuneration of the Fund Key Personnel attributes roles, duties and responsibilities in the approval process in accordance with the governance structure of the Insurance Company that carries out the management.

The Board of Directors of the Insurance Company:

- shall appoint - in accordance with the provisions set out under prevailing law, also with respect to the requirements - the Fund Manager;
- shall determine the compensation for the entire duration of the appointment, evaluating the fairness, adequacy for the role, the responsibilities, levels of professional competence and individual capacity;
- shall regularly provide information on the essential, pertinent information relating to the remuneration of the Key Personnel of the Fund.

The compensation for the Fund Manager, to be paid on a fixed basis - in addition to any other reimbursement for expenses incurred or tax or social security charges for the exercise of the functions required - shall be defined in accordance with the provisions of prevailing laws and may not be agreed in the form of profit participation in the implementing Company or the parent companies or subsidiaries, or in the form of the right to purchase or subscribe to the shares of the implementing Company or the parent companies or subsidiaries. The charges relating to that compensation will be borne by the implementing Company.

No forms of variable remuneration may be paid.

9. Ex post correction mechanisms

The Recipient subjected to a disciplinary measure of suspension from service or more serious disciplinary measures shall in any case lose his/her entitlement to the disbursement of the short and/or long term variable compensation.

Clauses are envisaged on the basis of which no bonus is disbursed, 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 should worsen, as defined in paragraph 6.3.2.1, or, in the case of non-compliance, by the Recipient, with

¹¹ The specific Fund Remuneration Policies are not applied to the heads of the Key Functions since the functions are already present in the implementing Companies. Therefore the Remuneration Policies of their own Reference Companies shall apply to these parties.

regulatory or supervisory provisions, the consequence of which 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 or external provisions or the applicable standards of conduct or if they have been determined on the basis of data shown to be manifestly erroneous after the fact.

With reference to the reduction of the risk profiles, UnipolSai will cut or set to zero any payments to make if the above-mentioned behaviour implemented by the Recipient has caused impacts on the Solvency II Ratio of the Group and/or of UnipolSai where applicable. To that end, the Chief Risk Officer, responsible for the Risk Management activities, with the support of the other company functions involved, will carry out the re-calculation of the Solvency II Ratio in order to check to ensure whether that behaviour could have caused the failure to comply with the objectives in terms of risk appetite established for the Year of Accrual by the applicable decision-making bodies.

b. Claw-back

UnipolSai will require the repayment of any compensation paid if the Recipient has acted in violation of applicable supervisory provisions or if the Recipient has exhibited behaviours that are fraudulent and/or distinguished by malice or gross negligence correlated with the performance of his/her duties that determined a deterioration of the risk profiles and/or of the results of the Group and/or UnipolSai, or breaches of the Code of Ethics¹² and/or behaviour that is not compliant with the provisions of the law, regulations or articles of association, on the basis of the provisions of the law, subject to any further action, or paid on the basis of data that are found to be manifestly erroneous.

With reference to the reduction of the risk profiles, the Insurance Company will cut or set to zero any payments made if the above-mentioned fraudulent behaviour or behaviour distinguished by malice or gross negligence carried out by the Recipient has caused impacts on the Solvency II Ratio of the Group and/or of UnipolSai where applicable. To that end, the Chief Risk Officer, responsible for the Risk Management activities, with the support of the other company functions involved, will carry out the re-calculation of the Solvency II Ratio in order to check to ensure whether that behaviour could have caused the failure to comply with the objectives in terms of risk appetite established for the Year of Accrual by the applicable decision-making bodies.

The duration of the period in which the clause applies has been set at five years, starting from the payment of the individual amounts (STI or LTI) of the Variable Remuneration

¹² The assessments regarding cases of breaches of the Code of Ethics are the responsibility of the applicable function.

SECOND SECTION

AMOUNTS PAID FOR 2020

INTRODUCTION

This Section of the Report consists of three parts:

- a **first part** , which provides a description of the compensation of the Recipients of the UnipolSai Remuneration Policies relating to 2020 and any compensation relating to previous years;
- a **second part** that shows, in table form, the compensation disbursed and/or that can be disbursed to Directors, Statutory Auditors, General Manager and Key Managers of UnipolSai, and the stakes held by them in the Company and in the subsidiaries, with reference to 2020;
- **third part** that summarises the checks to be carried out by the Key Functions (Chief Risk Officer - the head of the Risk Management, Compliance and Anti-Money Laundering and Audit activities).

FIRST PART

1. Essential elements of the Remuneration Policies applied

In the first part of this section, information is provided regarding the application of the UnipolSai Remuneration Policies for the year 2020.

The remuneration paid to the following are described in particular:

- Corporate bodies;
- General Manager of UnipolSai;
- Key managers.

In line with the most important new laws provided for in the recent update of the Issuer's Regulation of 10 December 2020, and with a view towards improving the representation of the information, the following was added to this Section:

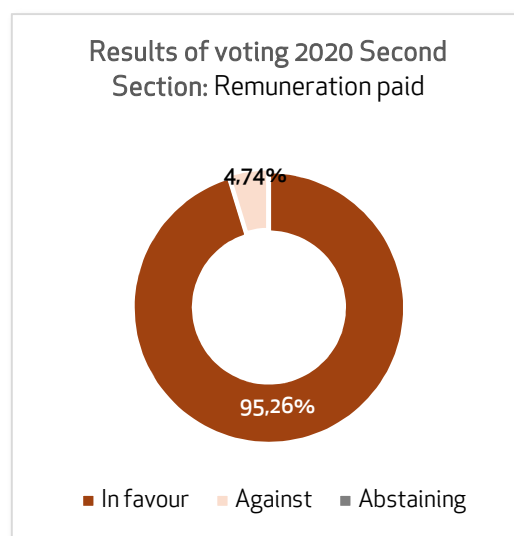
- a depiction of the results of the voting expressed by the Shareholders' Meeting on 30 April 2020, on the Second Section of the Report and the description of how to take account of the instructions expressed there by the Shareholders and the main Stakeholders involved;
- the detailed description regarding the exceptions to the Remuneration Policies approved in 2020 and the related approval process followed;
- the illustration of the proportion of the Fixed and Variable Remuneration compared to the total remuneration of the General Manager;
- the introduction of information on the historical variation of the remuneration of the Directors, the Board of Statutory Auditors and the General Manager in relation to the average Remuneration of employees and company performance.

2. Results of voting at the 2020 shareholders' meeting - Second Section

The Second Section of the Report on Remuneration and payments made was submitted for approval by the advisory vote by the Shareholders' Meeting of UnipolSai.

The results of the voting expressed by the Shareholders - made available to the public in accordance with article 125-quater, paragraph 2 of the Consolidated law on Finance - was analysed along with the indications received from the Investors and the Proxy Advisors in order to identify potential areas of improvement.

On the basis of the findings received and taking account of recent regulations, the Report sets out in detail the connection between the remuneration paid and the long-term objectives, also with the help of tables and graphs that facilitate use.



3. 2020 business results

Please refer to the Report on the individual financial statements of UnipolSai Assicurazioni S.p.A. as at 31 December 2020 for a description of the main factors that characterised the performance during the year.

4. Exceptions to the 2019 Remuneration Policies following the communications of the Supervisory Authorities

Due to the emergency situation in 2020 caused by the spread of the Covid-19 pandemic and characterised by very high market discontinuity and significant material variations in the national and international macro-economic situation, IVASS issued two communications to insurance companies and the final Italian parent companies:

- On 30 March 2020, *inter alia* it called for maximum attention by insurance companies and insurance Groups, asking them to adopt "extreme prudence in the payment of the variable component of the remuneration to the company representatives";
- On 29 July 2020, the Authority *inter alia* recommended that companies "not create the obligation to pay a variable component of the Remuneration to the company representatives, also asking to give information in advance (to IVASS) of the assumption of obligations for payments to staff with the qualification of significant risk taker of the variable component of the remuneration".

Additionally, with respect to variable remuneration:

- On 15 December 2020, the European Systemic Risk Board ("ESRB") renewed the recommendation to the national authorities of the banking, financial and insurance sector to monitor to ensure that extreme prudence continues to be used in the distribution of dividends (and in the repurchasing of own shares and paying variable remuneration components) at least up to September 2021;
- even the European Insurance and Occupational Pensions Authority ("EIOPA") repeated the appeal to use extreme prudence in asset management policies, specifying that the distribution of dividends (and the repurchasing of own shares and determination of variable remuneration) should not exceed prudential limits. More specifically, the potential qualitative-quantitative reduction of capital should not reduce own funds to an inadequate level to face the exposures to risks; this is in order to safeguard the capacity of insurance companies (and the parent companies of insurance Groups) to absorb, even prospectively, the impacts of the epidemiological emergency (the "Covid-19 Emergency") in their business models and their solvency, liquidity and financial situation;
- by press release of 29 December 2020, in taking on the ERSB recommendations, IVASS asked insurance companies and the Italian final parent companies who intended to undertake one of the above-mentioned actions to evaluate the impacts with attention and sense of responsibility, making prior contact with the Authority to check the compatibility of their intentions with the objectives of the recommendation in question.

In accordance with the decision-making processes provided for implementation of the 2019 Remuneration Policies, the Board of Directors, having acknowledged the communications from the Supervisory Authority, taking account of the approval of the Remuneration Committee and having consulted the Board of Statutory Auditors, and in accordance with the Parent Company's guidelines:

- on 2 April 2020, suspended all evaluations regarding the payment of the Variable Remuneration for the year 2019 for the General Manager of UnipolSai and for the remaining Managers of the Company;
- on 6 August 2020, it postponed to a subsequent meeting all assessments and decisions regarding the Variable remuneration Component referring to 2019 for Management falling under the category of non-significant risk takers;
- on 12 November 2020, it checked to find out whether the conditions of access to the UPM System were met, deciding to disburse the STI component for 2019 in the money due for December 2020 only to the Managers who fell under the category of non-significant risk takers.

5. The remuneration of Directors

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

This Shareholders' Meeting decided to pay, in accordance with the Remuneration Policies approved by the Board of Directors of UnipolSai on 14 March 2019, the following remuneration components:

- a fixed annual gross payment for each Director of Euro 50.000;
- in person attendance fees for participation in each board meeting or shareholders' meeting of the gross amount of Euro 1,000, reduced to Euro 500 if the participation was through telephone or audiovisual connection;
- reimbursement of the expenses incurred to carry out the function;

- the insurance covering the risks connected to third-party liability deriving from legal and contractual obligations inherent in the office of Director and the related legal and economic protection in accordance with prevailing laws, with the charges to be paid by the Company (see *infra*).

In addition, the Board of Directors meeting of 1 August 2019, having consulted with the Remuneration Committee and the Board of Statutory Auditors, defined the compensation due to the Chairperson and the Deputy Chairperson, for an annual fixed gross amount of Euro 900,000 and Euro 200,000 respectively, and the attribution of benefits to help them carry out their roles (for example: lodgings).

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

In 2020, no Variable remuneration Component linked to results or based on financial instruments was paid to any Directors.

The details of the payments of the members of the Board of Directors for the year 2020 is shown in Table 1 - Section II below.

6. The remuneration of the Control Body

The Shareholders' Meeting of 23 April 2018 also re-appointed the Board of Statutory Auditors, consisting of three Statutory Auditors and two Alternate Auditors, who will remain in office until the Shareholders' Meeting called to approve the financial statements at 31 December 2020.

In accordance with the Remuneration policies the annual compensation of the Statutory Auditors has been established as a fixed amount and differs between Statutory Auditors and the Chairperson of the Board of Statutory Auditors, corresponding to Euro 50,000 and Euro 75,000 respectively; in addition, the same will be reimbursed for the expenses incurred with relation to the office held, an attendance fee for each board meeting or shareholders' meeting or board committee meeting that the Statutory Auditor attended of Euro 1,000, reduced to Euro 500 if the participation was by telephone or audiovisual connection, and insurance coverage 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, at the expense of the Company in compliance with the law in force (see *infra*).

Statutory Auditors are paid no variable remuneration.

The details of the payments of the members of the Board of Statutory Auditors for the year 2020 are shown in Table 1 - Section II below.

7. The Group D&O Policy

UnipolSai, like the other companies that belong to the Unipol Group, took out a Group D&O policy entered into by the Parent Company in favour of the members of the Board of Directors and the Board of Statutory Auditors.

The conditions of the policy, with a yearly duration from 20 November 2020, envisage a limit, at Group level, of a total of Euro 50 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 the same that corresponds to the weighted average of the relationship between the following economic-capital ratios of each company and those of the Group: (i) the Assets on the Balance Sheet; (ii) the Shareholders' Equity; (iii) the turnover calculated in accordance with the Italian Antitrust Authority.

At 31 December 2020, UnipolSai incurred a cost of around Euro 915,000.

To that end, in the column relating to "Non-monetary benefits" of Table 1 - Section II, it is not possible to show the benefits relating to insurance cover for risks related to third party liability, stipulated in favour of Directors and Statutory Auditors, the costs of which are borne by UnipolSai on an *ad personam* basis. This is not possible since (i) the subjective Scope of the insured parties benefiting 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.

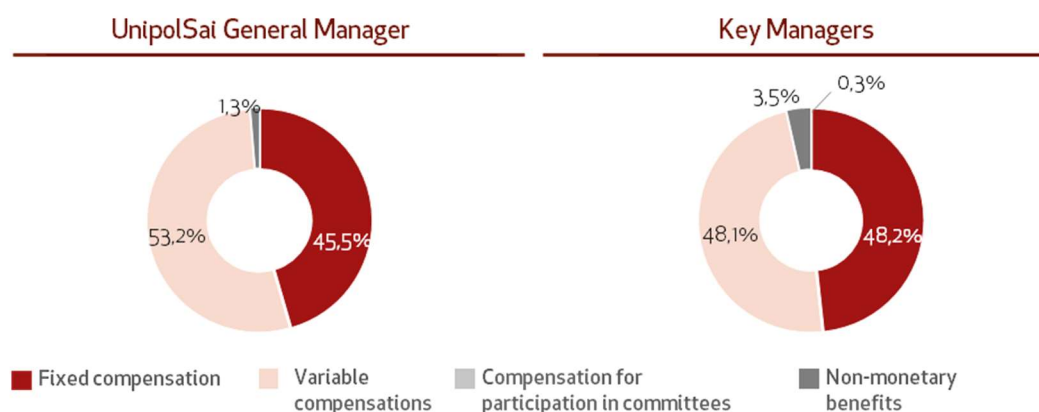
Moreover, said benefits are not considered fringe benefits and do not contribute to the formation of the income of the beneficiaries.

8. The remuneration of the General Manager and the Key Managers of UnipolSai

Proportion of Fixed Component and Variable Component

In accordance with the provisions introduced by the update of the Issuers' Regulation, the indication of the proportion between the fixed and the variable type of payments for 2020 of the General Manager and the Key Managers. The corresponding remuneration elements of Table 1, Section II, Second Part are considered for the purposes of the analysis.

The proportion between the various components compared to the total remuneration is represented as follows:



Fixed Component

The Fixed Component of the General Manager of UnipolSai incurred by it comprised the Annual Gross Remuneration, which amounted to Euro 755,315 for 2020, to which compensation for the office of Euro 100,000 has to be added to be calculated for the purpose of the basis of calculation needed to determine the Variable Component.

In the year in question, there were 18 Key Managers.

With respect to the amount of remuneration relating to the Annual Gross Remuneration of the Key Managers, in 2020, a total gross amount of Euro 5,749,990 was paid, while the value of the non-monetary Benefits attributed amounted to Euro 419,039.

Variable Component

For the General Manager, in accordance with the 2020 Remuneration Policies that provide for the assignment of a variable bonus equal to a maximum of 125% of the fixed gross annual payment as at 31 December 2020, to be paid in accordance with the criteria and mechanisms provided by the variable remuneration system in effect at the time (of which 50% short term - STI - half in monetary form and half in financial instruments, and the remaining 75% long term - LTI - half in monetary form and half in financial instruments).

With regard to the Key Managers, variable bonuses are assigned to be paid in accordance with the criteria and mechanisms provided for by the remuneration system in effect at the time.

Implementation of the 2016–2018 incentive system

With reference to the incentive system adopted by UnipolSai for the 2016-2018 three year period (the "2016-2018 System"), at the board meeting of 14 March 2019, the Board of Directors 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").

Following that positive measurement, in execution of the Rules of the above-mentioned 2016-2018 Plan, it was therefore possible to attribute to the Recipients of the three tranches of Unipol Shares and UnipolSai Shares, where

the second was paid on 27 April 2020. In particular, the General Manager and the Key Managers were paid the second tranche of Shares equal to 1/3 of the total actually accrued at the end of the vesting period, a third that correspond to 88,024 and 425,315 ordinary shares of Unipol and 162,696 and 786,111 to ordinary shares of UnipolSai. In this regard, 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 ordinary Unipol share and the ordinary UnipolSai share in May 2016, equal to Euro 1.7575 and euro 3.2484 respectively.

In the current month of April 2021, in execution of the 2016-2018 Plan, the third and last tranche will be paid of the Unipol Shares and the UnipolSai Shares.

Subject to what is set out in the paragraph below regarding the 2020 Variable Incentive, Table 3A - Section II 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 2016-2018 three-year period.

Implementation of the 2019-2021 incentive system

The incentive System approved by the Board of Directors of UnipolSai at the board meeting of 14 March 2019 provides - for the 2019-2021 three-year period - that, by May of the year following the year of accrual, the short term Bonus (STI) is disbursed, with 50% in monetary forma and the remaining 50% in the form of shares (Unipol and UnipolSai Shares) and that, on a parallel basis, an amount is set aside, subject to checking the performance conditions provided for the three-year period every year, the corresponding long-term component (LTI) for 50% in monetary form and the remaining 50% in the form of shares (Unipol and UnipolSai Shares) to be paid starting from 2023 in more than one tranche.

With regard to the decisions of the Board of Directors with regard to the suspension of all assessments regarding the payment of the Variable Remuneration for 2019, please refer to the previous paragraph 4.

In addition, see that paragraph with regard to the recommendations issued in 2020 by the European Systemic Risk Board ("ESRB") regarding the principles of prudence in variable remuneration.

In light of the above, with regard to the Variable Component for the year 2020, the Board of Directors, at the board meeting of 1 April 2021, taking account of the approval of the Remuneration Committee, and having consulted with the Board of Statutory Auditors, ascertained that the conditions had been fully met to pay the short-term incentive for that year. Following the favourable measurement, while complying with the principles of prudence mentioned above, it is therefore possible to pay the variable STI incentive for the 2020 year, in relation with the Individual Performance Level expressed, since that disbursement will not have impacts on the own funds of the Company.

Please refer to Table 3A and Table 3B - Section II below for more details on the amount of said 2020 incentives.

9. Information documents on the 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 article 114-bis of the Consolidated Finance Act and article 84-bis of the Issuers' Regulation, and published on the Company's website at www.unipolsai.com, in the Governance/Shareholders' Meetings Section.

10. Other components of remuneration

No other remuneration components were paid in 2020 (such as one-off payments, seniority bonuses, Welcome Bonuses or stability agreements) to the General Manager of UnipolSai and the Key Managers of UnipolSai.

11. Compensation in the case of early termination

No amounts were paid as early termination from the office and/or employment were paid (i.e. Severance) in 2020 to the General Manager of UnipolSai and the Key Managers of UnipolSai.

*** **

Based on the above, in 2020, the remuneration in favour of Directors, Statutory Auditors, the General Manager of UnipolSai and the other Key Managers of UnipolSai is consistent with the principles set forth in the Remuneration Policies in effect in the applicable year.

12. Annual variation in remuneration and performance

In line with the provisions introduced by CONSOB in the update of the Issuer's Regulation and in view of the remuneration levels mentioned above, the comparisons are provided below, for the years 2019 and 2020 or for the lesser period in office of the parties, of the annual change:

- in the total remuneration of the members of the Board of Directors, the Board of Statutory Auditors and the General Manager in office in 2020, calculated as the sum of the total remuneration paid (fixed, variable and benefits);
- of the corporate results (expressed in terms of IAS Individual Gross Profits);
- of the Annual Gross average Remuneration, with parameters set against full time employees (FTE at the end of the year) apart from the General Manager of UnipolSai.

Board of Directors		2020 vs 2019
Cimbri Carlo	Chairperson of the Board of Directors	0.4%
Cerchiai Fabio	Deputy Chairperson BoD	-0.6%
Stefanini Pierluigi	Deputy Chairperson BoD	1.3%
Chiodini Fabrizio	Director	31.8%
Cifiello Mario ¹³	Director	-
Cottignoli Lorenzo	Director	0.4%
Dalle Rive Ernesto	Director	-4.5%
De Benetti Cristina	Director	-23.2%
Masotti Massimo	Director	-11%
Maugeri Maria Rosaria	Director	-4.4%
Montagnani Maria Lilla	Director	-2.9%
Picchi Nicla	Director	-5.8%
Pittalis Roberto ¹³	Director	-
Recchi Giuseppe	Director	6.4%
Righini Elisabetta	Director	-10.1%
Rizzi Antonio	Director	-3.7%
Tadolini Barbara	Director	-6.9%
Turrini Adriano	Director	-6.2%
Vella Francesco	Director	-22.5%
General Manager		
Laterza Matteo ¹⁴	General Manager	-32.0%
Board of Statutory Auditors		
Fumagalli Paolo	Chairperson	-10.7%
Angiolini Giuseppe	Statutory Auditor	-15.4%
Bocci Silvia	Statutory Auditor	-12%
UnipolSai results		
Gross Profit		32.0%
Average Annual Gross Remuneration of employees		
Personnel with registered offices in Italy		0.7%

The analysis of the Table reported above shows that:

- the changes regarding the Directors and Statutory Auditors mainly refer to the duration of the position and/or the participation in meetings by telephone/audiovisual connection, rather than an update of the Remuneration Policies that apply to them;
- with regard to the average Annual Gross Remuneration of employees, there are no appreciable changes;
- following the recommendations in the IVASS communications of 5 March and 29 July 2020, for the General Manager of UnipolSai, the Board of Directors of UnipolSai suspended all assessments relating to the payment in 2020 of the Variable Remuneration due for 2019 in accordance with the decisions made by the Parent Company.

¹³ Director appointed in 2020.

¹⁴ Total remuneration of the variable compensation paid as a whole.

SECOND PART

Payments for the 2020 financial year

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	Chairperson	1/1-31/12/2020	2021 Financial Statements									
Compensation from the company that draws up the financial statements				960,500.00	(1)					960,500.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				960,500.00		0.00	0.00	0.00	0.00	960,500.00	0.00	0.00

(1) The amount includes the compensation for the following offices:

- Director for Euro 50,000.00;
- Chairperson for Euro 900,000.00
- attendance fees for Euro 10,500.00

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 Chairperson	1/1-31/12/2020	2021 Financial Statements									
Compensation from the company that draws up the financial statements				256,000.00	(1)			7,005.84		263,005.84		
Compensation from subsidiaries and associates				174,000.00	(2)					174,000.00		
TOTAL				430,000.00		0.00	0.00	7,005.84	0.00	437,005.84	0.00	0.00

(1) The amount includes the compensation paid for the following offices:

- Director for Euro 50,000.00;
- Deputy Chairperson for Euro 200,000.00
- attendance fees for Euro 6,000.00.

(2) Compensation for the offices covered in the companies 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 Chairperson	1/1-31/12/2020	2021 Financial Statements									
Compensation from the company that draws up the financial statements				260,500.00	(1)					260,500.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				260,500.00		0.00	0.00	0.00	0.00	260,500.00	0.00	0.00

(1) The amount includes the compensation for the following offices:

- Director for Euro 50,000.00;
- Deputy Chairperson for Euro 200,000.00
- attendance fees for Euro 10,500.00.

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	1/1-01/02/2020	01/02/2020									
Compensation from the company that draws up the financial statements				4,234.97						4,234.97		
Compensation from subsidiaries and associates				2,117.49	(1)					2,117.49		
TOTAL				6,352.46		0.00	0.00	0.00	0.00	6,352.46	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					
CHIODINI Fabrizio	Director	1/1-31/12/2020	2021 Financial Statements									
Compensation from the company that draws up the financial statements				56,000.00						56,000.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				56,000.00		0.00	0.00	0.00	0.00	56,000.00	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					
CIFIELLO Mario	Director	1/10-31/12/2020	2020 Financial Statements.									
Compensation from the company that draws up the financial statements				13,568.31						13,568.31		
Compensation from subsidiaries and associates										0.00		
TOTAL				13,568.31	0.00	0.00	0.00	0.00	0.00	13,568.31	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	1/1-31/12/2020	2021 Financial Statements									
Compensation from the company that draws up the financial statements				56,500.00						56,500.00		
Compensation from subsidiaries and associates				61,600.00	(1)			3,477.32		65,077.32		
TOTAL				118,100.00	0.00	0.00	0.00	3,477.32	0.00	121,577.32	0.00	0.00

(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.p.A., Pegaso Finanziaria S.p.A. and Tenute del Cerro S.p.A. The amounts in the company Pegaso Finanziaria S.p.A. were never received but returned 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	1/1-31/12/2020	2021 Financial Statements									
Compensation from the company that draws up the financial statements				54,500.00						54,500.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				54,500.00	0.00	0.00	0.00	0.00	0.00	54,500.00	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					
DE BENETTI Cristina	Director	1/1-31/12/2020	2021 Financial Statements									
	Member of the Related Party Transactions Committee											
	Member of the Remuneration Committee											
Compensation from the company that draws up the financial statements				56,500.00	4,500.00	(1)				61,000.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				56,500.00	4,500.00	0.00	0.00	0.00	0.00	61,000.00	0.00	0.00

(1) Attendance fees for participation in the Transactions with Related Parties Committee (Euro 3,500.00) and Remuneration Committee (Euro 1,000.00).

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	1/1-31/12/2020	2021 Financial Statements											
	Member of the Control and Risk Committee													
	Chairperson of the Supervisory Board													
	Member of the Related Party Transactions Committee													
Compensation from the company that draws up the financial statements				57,000.00		24,000.00	(1)					81,000.00		
Compensation from subsidiaries and associates				1,000.00	(2)							1,000.00		
TOTAL				58,000.00		24,000.00		0.00		0.00		82,000.00	0.00	0.00

(1) Fees for attendance in the Risk Control Committee (Euro 5,000.00), Related Party Transactions Committee (Euro 4,000.00) and compensation for the office of Chairperson of the Supervisory Board.

(2) 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	1/1-31/12/2020	12/02/2021											
Compensation from the company that draws up the financial statements				56,000.00								56,000.00		
Compensation from subsidiaries and associates												0.00		
TOTAL				56,000.00				0.00		0.00		56,000.00	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					
MONTAGNANI Maria Lillà	Director	1/1-31/12/2020	2021 Financial Statements									
Compensation from the company that draws up the financial statements				54,000.00						54,000.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				54,000.00	0.00	0.00	0.00	0.00	0.00	54,000.00	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					
PICCHI Nicla	Director	1/1-31/12/2020	2021 Financial Statements									
	Member of the Remuneration Committee											
	Member of the Appointment and Corporate Governance Committee											
Compensation from the company that draws up the financial statements				55,500.00	3,000.00 (1)					58,500.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				55,500.00	3,000.00	0.00	0.00	0.00	0.00	58,500.00	0.00	0.00

(1) Attendance fees for participation in the Remuneration Committee (Euro 1,000.00) and Appointments and Corporate Governance Committee (Euro 2,000.00)

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					
PITTALIS Roberto	Director	29/04-31/12/2020	2021 Financial Statements									
Compensation from the company that draws up the financial statements				37,243.17						37,243.17		
Compensation from subsidiaries and associates										0.00		
TOTAL				37,243.17	0.00	0.00	0.00	0.00	0.00	37,243.17	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	1/1-31/12/2020	2021 Financial Statements									
Compensation from the company that draws up the financial statements				56,500.00						56,500.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				56,500.00	0.00	0.00	0.00	0.00	0.00	56,500.00	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					
RIGHINI Elisabetta	Director	1/1-31/12/2020	2021 Financial Statements									
	Member of the Related Party Transactions Committee											
	Member of the Appointment and Corporate Governance Committee											
Compensation from the company that draws up the financial statements				56,000.00	6,500.00 (1)					62,500.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				56,000.00	6,500.00	0.00	0.00	0.00	0.00	62,500.00	0.00	0.00

(1) Attendance fees for participation in the Transactions with Related Parties Committee (Euro 4,000.00) and Appointment and Corporate Governance Committee (Euro 2,500.00)

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	1/1-31/12/2020	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				56,500.00	19,000.00	(1)					75,500.00		
Compensation from subsidiaries and associates											0.00		
TOTAL				56,500.00	19,000.00		0.00	0.00	0.00	0.00	75,500.00	0.00	0.00

(1) Fees for attendance in the Risk Control Committee (Euro 5,000.00), Related Party Transactions Committee (Euro 4,000.00) and compensation for the office of member of the Supervisory Board.

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	1/1-31/12/2020	2021 Financial Statements										
	Member of the Control and Risk Committee												
	Member of the Supervisory Board												
Compensation from the company that draws up the financial statements				55,500.00	14,500.00	(1)					70,000.00		
Compensation from subsidiaries and associates											0.00		
TOTAL				55,500.00	14,500.00		0.00	0.00	0.00	0.00	70,000.00	0.00	0.00

(1) Fees for attendance in the Risk Control Committee (Euro 4,500.00) and compensation for the office of member of the Supervisory Board.

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	1/1-08/09/2020	08/09/2020									
Compensation from the company that draws up the financial statements				37,039.62	(1)					37,039.62		
Compensation from subsidiaries and associates										0.00		
TOTAL				37,039.62		0.00	0.00	0.00	0.00	37,039.62	0.00	0.00

(1) Compensation not received but directly paid to the company of origin up to 30 June 2020 for Euro 26,113.39.

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	1/1-31/12/2020	2021 Financial Statements									
	Member of the Remuneration Committee											
	Member of the Appointment and Corporate Governance Committee											
Compensation from the company that draws up the financial statements				56,500.00	3,500.00	(1)				60,000.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				56,500.00	3,500.00		0.00	0.00	0.00	60,000.00	0.00	0.00

(1) Attendance fees for participation in the Remuneration Committee (Euro 1,000.00) and Appointments and Corporate Governance Committee (Euro 2,500)

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	Chairperson of the Board of Statutory Auditors	1/1-31/12/2020	2020 Financial Statements.									
Compensation from the company that draws up the financial statements				79,000.00	9,000.00	(1)				88,000.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				79,000.00	9,000.00		0.00	0.00	0.00	88,000.00	0.00	0.00

(1) Attendance fees for participation in the Control and Risks Committee (Euro 4,500.00), Transactions with Related Parties Committee (Euro 3,500.00) and Remuneration Committee (Euro 1,000.00).

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	1/1-31/12/2020	2020 Financial Statements.									
Compensation from the company that draws up the financial statements				56,000.00	10,000.00	(1)				66,000.00		
Compensation from subsidiaries and associates										0.00		
TOTAL				56,000.00	10,000.00		0.00	0.00	0.00	66,000.00	0.00	0.00

(1) Attendance fees for participation in the Control and Risks Committee (Euro 5,000.00), Transactions with Related Parties Committee (Euro 4,000.00) and Remuneration Committee (Euro 1,000.00).

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	1/1-31/12/2020	2020 Financial Statements.									
Compensation from the company that draws up the financial statements				56,500.00	10,000.00	(1)				66,500.00		
Compensation from subsidiaries and associates				15,000.00	6,000.00	(3)				21,000.00		
TOTAL				71,500.00	16,000.00		0.00	0.00	0.00	87,500.00	0.00	0.00

(1) Attendance fees for participation in the Control and Risks Committee (Euro 5,000.00), Transactions with Related Parties Committee (Euro 4,000.00) and Remuneration Committee (Euro 1,000.00).

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

(3) Compensation for the office of Chairperson of the Supervisory Board covered in the company 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	1/1-31/12/2020	2020 Financial Statements.									
Compensation from the company that draws up the financial statements										0.00		
Compensation from subsidiaries and associates				55,500.00	(1)	4,500.00	(2)			60,000.00		
TOTAL				55,500.00		4,500.00		0.00	0.00	60,000.00	0.00	0.00

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

(2) Compensation for the office of Chairperson of the Supervisory Board of the company Tenute del Cerro 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	1/1-31/12/2020	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

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	1/1-31/12/2020	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

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	1/1-31/12/2020	Until revoked											
Compensation from the company that draws up the financial statements				755,314.84			506,250.02	(1)		20,699.31		1,282,264.17	376,055.27	(2)
Compensation from subsidiaries and associates				0.00	(3)							0.00		
TOTAL				755,314.84		0.00	506,250.02		0.00	20,699.31		1,282,264.17	376,055.27	

(1) 2020 STI Bonus and annual portion 2019-2021 LTI Bonus vesting, paid if due in five annual amounts starting from 2023.

(2) 2020 STI Bonus and annual portion 2019-2021 LTI Bonus vesting, paid if due in five annual amounts starting from 2023.

(3) Compensation totalling Euro 32,896.18 for the offices covered in the companies Arca Assicurazioni S.p.A., Arca Vita S.p.A., Leithà S.r.l. and UnipolSai Investimenti Sgr S.p.A. which has not been received but paid directly to Unipol Gruppo S.p.A. are not shown.

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 (18)	1/1-31/12/2020															
Compensation from the company that draws up the financial statements				5,749,989.95	(1)	20,000.00		3,263,635.48	(2)		419,038.85	(3)		9,452,664.28	2,464,447.26	(4)
Compensation from subsidiaries and associates				0.00	(5)	18,000.00	(6)						18,000.00			
TOTAL				5,749,989.95		38,000.00		3,263,635.48		0.00	419,038.85		0.00	9,470,664.28	2,464,447.26	

(1) This amount includes Euro 286,663.11 incurred by other Group companies where the Key Managers are partially seconded.

(2) This amount includes Euro 123,925.04 incurred by other Group companies where the Key Managers are partially seconded. This is the 2020 STI Bonus and annual portion of the 2019-2021 LTI Bonus vesting, paid if due in three annual amounts (five for the Managers in the Executive Bracket) starting from 2023.

(3) Euro 7,632.75 of this amount was incurred by subsidiaries to which the Key Managers are partially seconded.

(4) 2020 STI Bonus and annual portion of 2019-2021 LTI Bonus vesting, paid if due in three annual amounts (five for the Managers in the Executive Bracket) starting from 2023.

(5) Compensation totalling Euro 591,021.00 is not shown. Compensation not received but paid directly by the respective companies to Unipol Gruppo S.p.A. and to UnipolSai Assicurazioni S.p.A.

(6) Compensation paid for the Supervisory Board in subsidiaries and associated companies.

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.]

Table 3A - Incentive plans based on financial instruments other than stock options, for members of the Administration Body, General Managers and the other Key Managers

(A)	(B)	Strumenti finanziari assegnati negli esercizi precedenti non vested nel corso dell'esercizio			Strumenti finanziari assegnati nel corso dell'esercizio					Strumenti finanziari vested nel corso dell'esercizio e non attribuiti	Strumenti finanziari vested nel corso dell'esercizio e attribuibili		Strumenti finanziari di competenza dell'esercizio
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Cognome e Nome	Carica	Plano	Numero e tipologia di strumenti finanziari	Periodo di vesting	Numero e tipologia di strumenti finanziari	Fair Value alla data di assegnazione	Periodo di vesting	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
(I) Compensi nella società che redige il bilancio													
LATERZA Matteo	Direttore Generale	LTI 2019 - 2021 (18 aprile 2019)	110.935 Numero di azioni ordinarie Unipol potenzialmente attribuibili a livello target al pieno raggiungimento di tutti gli obiettivi al termine del periodo di vesting.										101.875 Fair value azioni ordinarie Unipol potenzialmente attribuibili a livello target al termine del periodo di vesting
			200.676 Numero di azioni ordinarie UnipolSai potenzialmente attribuibili a livello target al pieno raggiungimento di tutti gli obiettivi al termine del periodo di vesting.										94.232 Fair value azioni ordinarie UnipolSai potenzialmente attribuibili a livello target al termine del periodo di vesting
		STI 2020 (30 aprile 2020)		20.482 Numero di azioni ordinarie Unipol	64.395	2020	30 Aprile 2020	3.1440		89.596 Fair value azioni ordinarie Unipol			
				40.323 Numero di azioni ordinarie UnipolSai	99.033			2.4560		90.351 Fair value azioni ordinarie UnipolSai			
Altri Dirigenti con Responsabilità Strategiche (n. 18)		STI 2019 (18 aprile 2019)	8.653 Numero di azioni ordinarie Unipol										
			15.653 Numero di azioni ordinarie UnipolSai										
		LTI 2019 - 2021 (18 aprile 2019)	631.031 Numero di azioni ordinarie Unipol potenzialmente attribuibili a livello target al pieno raggiungimento di tutti gli obiettivi al termine del periodo di vesting.										601.378 Fair value azioni ordinarie Unipol potenzialmente attribuibili a livello target al termine del periodo di vesting
			1.141.504 Numero di azioni ordinarie UnipolSai potenzialmente attribuibili a livello target al pieno raggiungimento di tutti gli obiettivi al termine del periodo di vesting.									556.264 Fair value azioni ordinarie UnipolSai potenzialmente attribuibili a livello target al termine del periodo di vesting	
		STI 2020 (30 aprile 2020)		148.746 Numero di azioni ordinarie Unipol	467.657	2020	30 Aprile 2020	3.1440		650.674 Fair value azioni ordinarie Unipol			
				292.825 Numero di azioni ordinarie UnipolSai	719.178			2.4560		656.131 Fair value azioni ordinarie UnipolSai			

(II) Compensi da controllate e collegate												
LATERZA Matteo	Direttore Generale											
Altri Dirigenti con Responsabilità Strategiche (n. 18)												
(III) Totale						Euro 1.350.264,32						Euro 2.840.502,52

Colonna (2), Riga LTI 2019-2021: numero di Azioni potenzialmente attribuibili in cinque annualità per il Direttore Generale e per i Dirigenti con Responsabilità Strategiche appartenenti alla Fascia Executive, in tre annualità per i Dirigenti con Responsabilità Strategiche non appartenenti alla Fascia Executive, a partire dal 2023, subordinatamente al raggiungimento degli obiettivi, ai termini ed alle condizioni del Piano 2019-2021, in *vesting*.

Colonna (4): numero di Azioni di competenza dell'esercizio 2020 relative al Bonus STI.

Colonna (5): valore calcolato prendendo a riferimento il prezzo medio delle Azioni registrato alla data di assegnazione. Parte di tale importo per massimi Euro 55.061,54 sarà sostenuto da altre società del Gruppo presso le quali i Dirigenti con Responsabilità Strategiche sono parzialmente distaccati.

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

Colonna (12): Bonus STI 2020 e quota annuale Bonus LTI 2019-2021, in *vesting*, eventualmente corrisposta in cinque annualità per il Direttore Generale e i Dirigenti di Fascia Executive (tre annualità per gli altri Dirigenti con Responsabilità Strategiche) a partire dal 2023.

Table 3B - Monetary incentive plans for members of the Administration Body, General Managers and other Key Managers

Cognome e Nome	Carica	(1) Piano	(2) Bonus dell'anno			(3) Bonus anni precedenti			(4) Altri bonus
			(A)	(B)	(C)	(A)	(B)	(C)	
			Erogabile / Erogato	Differito	Periodo di differimento	Non più erogabili	Erogabile / Erogato	Ancora differiti	
(I) Compensi nella società che redige il bilancio									
LATERZA Matteo	Direttore Generale	STI 2020 (30 aprile 2020)	Euro 202.500,01						
		LTI 2019-2021 (18 aprile 2019)		Euro 303.750,01	5 anni				
Altri Dirigenti con Responsabilità Strategiche (n. 18)		STI 2019 (18 aprile 2019)					Euro 67.130,39		
		STI 2020 (30 aprile 2020)	Euro 1.470.567,73						
		LTI 2019-2021 (18 aprile 2019)		Euro 1.793.067,75	3/5 anni			Euro 67.130,39	
(II) Compensi da controllate e collegate									
LATERZA Matteo	Direttore Generale								
Altri Dirigenti con Responsabilità Strategiche (n. 18)									
(III) Totale			Euro 1.673.067,74	Euro 2.096.817,77			Euro 67.130,39	Euro 67.130,39	

Colonna (2) (A): importi relativi al Bonus STI 2020. Sono compresi Euro 61.962,52 che saranno sostenuti da altre società del Gruppo presso le quali i Dirigenti con Responsabilità Strategiche sono parzialmente distaccati.

Colonna (2) (B): Bonus STI 2020 e quota annuale Bonus LTI 2019-2021, in *vesting*, eventualmente corrisposta in cinque annualità per il Direttore Generale e i Dirigenti di Fascia Executive (tre per gli altri Dirigenti con Responsabilità Strategiche) a partire dal 2023. Sono compresi Euro 61.962,52 che saranno sostenuti da altre società del Gruppo presso le quali i Dirigenti con Responsabilità Strategiche sono parzialmente distaccati.

Investments of members of the Administration and Control Bodies, the General Manager and the other 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	Chairperson	UnipolSai Assicurazioni S.p.A.	ORD	480,085	889,047 (1)	408,962 (2)	960,170
CERCHIAI Fabio	Deputy Chairperson	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
LATERZA Matteo	General Manager	UnipolSai Assicurazioni S.p.A.	ORD	87,856	162,696 (1)	74,840 (2)	175,712

(1) Assignment free of charge of UnipolSai shares, as set forth in the Compensation Plan based on financial instruments (Performance Share type), intended for the managers of the Company.

(2) Shares sold to pay tax expenses connected to the assignment of shares in accordance with the Compensation Plans based on financial instruments (performance share type).

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
18	UnipolSai Assicurazioni S.p.A.	ORD	429,365	864,101 (1)	379,307 (2)	914,159

(1) Of which 860,028 UnipolSai shares assigned free of charge, as set forth in the Compensation Plan based on financial instruments (*Performance Share type*), intended for the managers of the Company.

(2) Of which 348,219 shares sold to pay tax expenses connected to the assignment of shares in accordance with the Compensation Plans based on financial instruments (performance share type)

THIRD PART

Check of the Key Functions

The Key Functions of the Insurance 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 and Compliance and Anti-Money Laundering Functions

The Risk Management and Compliance and Anti-Money Laundering Functions examined the Remuneration Policies that will be submitted for the approval of the Shareholders' Meeting of UnipolSai convened to approve the 2020 financial statements.

The results of the audit confirmed (i) with reference to the Compliance and Anti-Money Laundering Function, that the Insurance Sector Policies that the Insurance Company intends to adopt for 2021 are in line with the regulatory requirements and comply with the provisions of the articles of association, in accordance with the principles set out in the Charter of Values by the Group Code of Ethics, and (ii) with reference to the Risk Management Function, the consistency of the objectives, the principles of said Policies and their structuring in accordance with the risk appetite of the Insurance Company in accordance with prevailing laws.

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 2020 and that envisaged by the Remuneration Policies adopted by the pertinent bodies of UnipolSai in effect at the time.

No irregularities emerged from the audits.

GLOSSARY

In addition to any other definitions contained in other parts of this document, for the purpose of the document, the terms and expressions set out below with the first letter capitalised will have the meaning given to them below in all contexts in which the words are used and regardless of whether they are in the singular or plural form:

Accrual Year	each calendar year in which the Three Years of Accrual is divided into and against which the achievement of the performances needed to determine the Variable Incentive is checked.
Actual Bonus or Total Bonus	the amount actually accrued of the Variable Incentive connected to the UPM System. In accordance with the context in which it is mentioned, it is intended to be the sum of the STI Bonus and the LTI Bonus or referring to only one of the two.
Additional Key Personnel	the categories of other people besides the General Managers, the Key Managers, including the heads of Key Functions and the people at the highest levels of the Key Functions, whose professional activities could have a significant impact on the risk profile of the reference Company.
Annual Gross Remuneration or AGR	the fixed Annual Gross Remuneration, with the exclusion of the post-employment benefits, or any reserve or payment in nature and/or with 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 compensation or monetisation of social security components. It constitutes the main reference for the calculation of the Variable Incentive: to that end, its amount is considered as at 31 December in the Year of Accrual.
Benefit	remuneration recognised in nature in accordance with article 2099, paragraph 3 of the Italian Civil Code.
Bracket	method of classifying the Unipol Group Managers related to the importance and complexity of their roles and positions.
Claw-back	clause that provides for the enforceability of the return - total or partial - of the STI Bonus and/or the LTI Bonus disbursed to the Recipient, upon the occurrence of the conditions defined in the Remuneration Policies of the Group and/or Segment or Company.
Companies in scope	the Group Companies that adopt the Group Remuneration Policies and the Segment or Company Remuneration Policies.
Company Integrated Agreements	second level agreements with the company Trade Unions on economic and/or regulatory matters.
Compensation	Calculated with reference to the Annual Gross Remuneration, the short and long-term Variable Component.
Consolidated Gross Profit	Consolidated Gross Profit pursuant to the financial statements of the Parent Company, Unipol.
Corporate Governance Code	The Corporate Governance Code of listed companies adopted by the Corporate Governance Committee of listed companies and promoted by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria, updated to 2020.
Deferral	the time period lasting between the date of conclusion of the measurement period of the results that determine the accrual of the Variable Incentive and its actual disbursement.
Employee severance indemnity (TFR)	Post-employment benefits.

Fixed Component or Fixed Remuneration	the portion of the remuneration that is stable and irrevocable, calculated and paid on the basis of pre-established criteria and that does not depend on the performance of the Group and/or of the Company and/or individual performance. It may include Annual Gross Remuneration, various types of compensation paid, monetisation of social security components, compensation paid for covering administrative offices and/or for participation in board Committees.
Group Industrial Plan	the industrial plan of the Unipol Group for the 2019-2021 three-year period.
Group Remuneration Policies or Group Policies	the Remuneration Policies defined by the Parent Company in accordance with articles 71, second paragraph, letter n) and 93 of IVASS Regulation 38, that set out the principles and guidelines that must be applied by the Companies in scope in the definition of its remuneration policies.
Holding Period	time period during which the Shares assigned as a Variable Incentive are subject to restrictions on their sale.
Host Company	the Group Company where the Recipient is seconded to, in whole or in part, also in the interest of the Seconding Company.
IDD Directive	Directive (EU) 2016/97 of the European Parliament and of the Council of 20 January 2016 on Insurance Distribution.
Individual Performance Level	for each Year of Accrual, the value between 0% and 100% that expresses the level of attainment of the individual objectives. The Individual Performance Level contributes towards the calculation of the amount of the Variable Incentive.
Insurance Group	Unipol and its subsidiaries and companies that form part of the Unipol Insurance Group registered with the Register of Parent Companies under no. 046 held by the IVASS ¹⁵ .
Issuers' Regulation	CONSOB Regulation no. 11971 of 14 May 1999 implementing Legislative Decree no. 58 of 24 February 1998 concerning the regulations for issuers as amended.
IVASS Guidance	IVASS Letter to the Market of 5 July 2018 called "IVASS guidance on the application of the principle of proportionality in the corporate governance system of insurance and reinsurance companies and Groups".
IVASS Regulation 38	Regulation no. 38 of 3 July 2018 issued by the Insurance Supervisory Institution (IVASS) with special reference to the Second Part, Chapter VII ("Remuneration and incentive policies") and the Third Part, Chapter VII ("Group Remuneration Policies").
Key Functions and /or Company Control Functions	The Compliance Function, the Risk Management Function, the Audit Function and, for the insurance companies and the Parent Company, the Actuarial function.
Key managers	the parties who have the power and responsibility, directly or indirectly, for planning, managing and control of the companies, identified, in accordance with the respective duties - in Unipol and the Group insurance companies - by the Group General Manager of Unipol, with the approval of the Chairperson and the Chief Executive Officer and Group CEO of Unipol.

¹⁵ 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.

Key Personnel	The parties whose activities may have a significant impact on the risk profile of the applicable Company, identified on the basis of the criteria provided by article 2, paragraph 1, letter m) of IVASS Regulation no. 38 and the identification process illustrated in the Group Remuneration Policies.
LTI Bonus or LTI	Long Term Incentive: the amount of the long-term variable compensation referring to the results of the performance in the Three Years of Accrual, subject to achieving the objectives referring to the Three Years of Accrual and which will be paid after the end of the Three Years of Accrual.
Malus	the clause that can reduce or set to zero the Variable Incentive which has already accrued but still has to be disbursed when the conditions defined in these Group and/or Segment or Company Remuneration Policies are met.
Particularly High Amount	In accordance with the IVASS Guidelines, the variable component of the overall remuneration that represents a particularly high amount; this component is subject to deferral of at least 5 years for a percentage of not less than 60%. The Variable Remuneration paid to the General Manager of UnipolSai and the Executive bracket managers represents a "Particularly High Amount of the Variable Remuneration" since it is potentially higher than 100% of the fixed remuneration.
Pay-mix	the ratio, usually expressed as a percentage, between the various components that comprise the remuneration package of the Recipients: fixed compensation, variable compensation disbursed as STI Bonuses and variable compensation disbursed as LTI Bonuses.
Pay-out	the ratio, usually expressed as a percentage, between the Actual Bonus and the Potential Bonus.
Potential Bonus	the maximum amount of the Variable Incentive connected to the Incentive System. In accordance with the context in which it is mentioned, it is intended to be the sum of the maximum amount of the STI Bonus and the maximum amount of the LTI Bonus or referring to only one of the two.
Procedure	procedure defined in accordance with article 4 of CONSOB Regulation no. 17221 of 12 March 2010 as amended, relating to transactions with related parties.
Recipient	the party to whom the provisions of the Remuneration Policies apply and who, unless otherwise provided, take part in a Variable Incentive Plan. Members of the corporate bodies, the Key Personnel and all the managers of the Companies in Scope are Recipients of the Remuneration Policies.
Reference Company	the company to whom the Recipient provides his or her professional services on an exclusive or prevalent basis.
Remuneration Policies	Both the Group Remuneration Policies and the Segment or Company Remuneration Policies
Remuneration Report or Report	This Report on the remuneration policy and the compensation paid prepared pursuant to article 123-ter of the Consolidated Law on Finance for listed companies.
Seconding Company	the Group Company where the Recipient is hired and from where he or she is seconded in whole or in part, including in the interests of the company itself, to one or other Group company in order to provide his or her professional services.
Segment or Company Remuneration Policies	the Remuneration Policies that apply to a Segment or a Company of the Group, that add to the Group Remuneration Policies with the necessary regulatory and/or operational adjustments typical for the specific sector.

Severance	Policy relating to the treatment provided after leaving office or terminating the employment relationship.
Shares	the set of Unipol Shares and UnipolSai Shares, to be assigned to the Recipients, in accordance with the conditions and within the terms established by the UPM System for disbursement of both the short term incentives (STI) and the long term incentives (LTI).
Solvency II	Regulatory regime to which the Directive 2009/138/EC refers to regarding the access to and exercise of insurance and reinsurance activities (known as Solvency II Directive).
STI Bonus or STI	Short Term Incentive: the amount of the short-term variable compensation referring to the results of the performance of a certain Year of Accrual, subject to achieving the objectives referring to the Year of Accrual and which will be disbursed after the end of the Year of Accrual.
Three Years of Accrual	the period of observation and measurement of the results needed to calculate the LTI Bonus. It coincides with the three years of the Group Industrial Plan (2019-2021).
Unipol Group or Group	Unipol and its Subsidiaries.
Unipol or Parent Company	Unipol Gruppo S.p.A.
Unipol Shares	the ordinary shares that represent the share capital of Unipol Gruppo S.p.A.
UnipolSai	UnipolSai Assicurazioni S.p.A.
UnipolSai Shares	the ordinary shares that represent the share capital of UnipolSai Assicurazioni S.p.A.
UPM System	variable incentive system adopted for the Managers of all the Companies in scope.
Variable Component or Variable Remuneration	the portion of the compensation that is not stable and irrevocable, where payment or disbursement depends on the achievement of the performances of the Group and the reference Company and individual, and determined and paid on the basis of the conditions provided for in the Remuneration Policies of the Group and/or Segment/Company.
Variable Incentive	generally indicates economic compensation accrued in proportion to the achievement of performance results of the Group, company or individual.
Variable Incentive Plan	the set of rules that govern the conditions to use the Variable Incentives.
Welcome Bonus	monetary compensation given on a one-off basis which is not connected with meeting performance conditions, agreed when the person joins the company and limited to the first year of employment. It may not be given more than once to the same person.



UnipolSai Assicurazioni S.p.A.

Registered office

Via Stalingrado, 45

40128 Bologna

REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS' MEETING ON AGENDA ITEM NO. 5 OF THE ORDINARY MEETING

Purchase and disposal of treasury shares and shares of the holding 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 29 April 2020, 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 shares of the holding company Unipol Gruppo S.p.A. (the "Unipol Shares" and "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 for treasury shares and Euro 100 million for the Unipol Shares.

Based on these authorisations, the Company:

- purchased in the course of 2020, 1,800,000 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 on 27 April 2016, in compliance with Art. 114-bis of Legislative Decree no. 58 of 24 February 1998 ("Consolidated Law on Finance" and the "2016-2018 Plan"), as well as the compensation plan for the three-year period 2019-2021 (the "2019-2021 Plan" and together with the 2016-2018 Plan, the "Plans"), approved by the Shareholders' Meeting on 17 April 2019;
- assigned 1,873,696 UnipolSai Shares to the Executives in implementation of the 2016-2018 Plan on 27 April 2020;
- assigned to Company Executives not classified as Significant Risk Takers a total of 524,582 treasury shares in implementation of the 2019-2021 Plan for the Short Term Incentive (STI), for the year 2019, on 11 December 2020.

At the date of this Report, the Company also owns 236,496 Unipol Shares, equal to around 0.033% of the share capital; in particular, the changes concerned:

- in the course of 2020, the acquisition of 1,000,000 Unipol Shares for the purpose of the Plans;
- the assignment, on 27 April 2020, of 1,013,730 UnipolSai Shares to the Executives in implementation of the 2016-2018 Plan;
- the assignment, on 11 December 2020, to Company Executives not classified as Significant Risk Takers of a total of 289,995 Unipol Shares in implementation of the 2019-2021 Plan for the Short Term Incentive (STI), for the year 2019.

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.

Justifications and objectives

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, the following objectives:

- to use the shares of the holding company for their allocation in execution of the compensation plans 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 693,635 treasury shares (equal to 0.025%) of the share capital, of which 406,365 directly and 287,270 indirectly, through the following subsidiaries:

- Arca Vita S.p.A., for 17,524 shares;
 - Alfaevolution Technology S.p.A., for 2,891 shares;
 - Gruppo UNA S.p.A., for 8,422 shares;
 - Leithà S.r.l., for 26,859 shares;
 - SIAT S.p.A., for 96,350 shares;
 - Unisalute S.p.A., for 71,988 shares;
 - UnipolSai Servizi Consortili S.c.r.l., for 63,236 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 confirmed, 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% higher or lower than 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 2020;*
- 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 693,635 ordinary treasury shares, of which 406,365 directly and 287,270 indirectly, through the subsidiaries indicated in the report;*
- having further acknowledged that the Company holds 236,496 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 29 April 2020;*
- (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 Holding 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, 18 March 2021

The Board of Directors

REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS' MEETING ON AGENDA ITEM NO. 6 OF THE ORDINARY MEETING

Approval of the settlement of proceedings pending before the Court of Milan - Specialised Business Section, concerning the liability actions lodged 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 several subsidiaries of the latter and other defendants.

Dear Shareholders,

the Board of Directors of UnipolSai Assicurazioni S.p.A. ("**UnipolSai**" or the "**Company**") has called an Ordinary Shareholders' Meeting to discuss and resolve, among other things, on the agreement (the "**Settlement Agreement**") settling two sets of proceedings pending before the Court of Milan (the "**Proceedings**"), concerning the liability actions brought in 2013 and 2014 by UnipolSai - which was the successor in title of the merger between, among others, Fondiaria-SAI S.p.A. and Milano Assicurazioni S.p.A, as well as Campo Carlo Magno S.p.A., UnipolSai Real Estate S.r.l. (the successor in title of the merger between UnipolSai Servizi Immobiliari S.p.A., formerly Immobiliare Lombarda S.p.A., and Immobiliare Fondiaria-SAI S.r.l.), - and other Unipol Group companies (together, the "**Claimants**") against members of the Ligresti family (Salvatore Ligresti, Jonella Ligresti, Giulia Maria Ligresti and Gioacchino Paolo Ligresti), former directors and former statutory auditors of Fondiaria-SAI S.p.A., Milano Assicurazioni S.p.A. and some of their subsidiaries, as well as other defendants.

This Shareholders' Meeting is entitled to resolve on the Settlement Agreement since such agreement deals with certain former directors and former statutory auditors of the Company, with the result that the provisions of Article 2393, last paragraph, of the Italian Civil Code are applicable thereto. This is because the aforementioned provisions reserve to the Shareholders' Meeting the power to approve and accept settlements with directors and statutory auditors (this is the so for the latter, pursuant to Article 2407 of the Italian Civil Code makes reference thereto).

More specifically, the Proceedings refer to:

- a) the **Major Claim** (proceedings General Docket No. 42294/2013, joined with proceedings General Docket No. 71026/13, No. 88481/13, No. 88470/13, No. 78467/13, No. 25787/14, No. 30996/2015, No. 31130/2015, No. 32791/2015, No. 32976/2015, pending before the Court of Milan, Specialised Business Section B – Judge Angelo Mambriani), brought on 28 May 2013 at the instance of the acting commissioner Professor Matteo Caratozzolo, who was appointed by the private insurance supervisory body (IVASS, which was previously called ISVAP) on 12 September 2012, following the resolution passed by the Claimants' shareholders' meetings. More specifically, Fondiaria-SAI S.p.A., Milano Assicurazioni S.p.A., Immobiliare Lombarda S.p.A., and Immobiliare

Fondiaria-SAI S.r.l., in its capacity as sole shareholder and, therefore, in the interest of Meridiano Secondo S.r.l., Sai Investimenti S.G.R. S.p.A, in its capacity as the fund manager for “*Tikal R.E. Fund*” and “*Athens R.E. Fund*”, Atahotels S.p.A., Gruppo Fondiaria-SAI Servizi S.c.ar.l., Villa Ragionieri S.r.l., Auto Presto & Bene S.p.A. brought the action against the members of the Ligresti family (Salvatore Ligresti, Giulia M. Ligresti, Jonella Ligresti and Gioacchino P. Ligresti), the former executive directors Fausto Marchionni and Antonio Talarico, a group of former non-executive directors and former statutory auditors who had taken part in the resolutions concerning the contested transactions, as well as related party companies that can be traced back to the Ligresti family and that are counterparties to the contested transactions, as well as certain consultants who had issued opinions in relation to such transactions. The related claim for damages concerns 17 (mainly real estate) transactions, which were reported in 2011 to the Fondiaria-SAI S.p.A. Board of Statutory Auditors by Amber Global Opportunities Master Fund Ltd (hereinafter called “**Amber Fund**”, which held a stake in Fondiaria-SAI S.p.A. at such time). UnipolSai contested the 13 transactions, usually identified in the Proceedings as follows: “*Varese*”, “*acquisto 100% Atahotels*”, “*Bruzzano*” “*Pieve Emanuele*”, “*Consulenze Salvatore Ligresti*”, “*Compensi Jonella Ligresti*”, “*Sponsorizzazioni Laità*”, “*Lancetti*”, “*Fiorentini*”, “*De Castillia*”, “*San Donato*”, “*San Pancrazio Parmense*”, “*Villa Ragionieri*”;

- b) the **Minor Claim** (proceedings General Docket No. 65868/2014, Court of Milan, Specialised Business Division B – Judge Angelo Mambriani), that UnipolSai (acting in its capacity as the company that merged Fondiaria-SAI S.p.A., Milano Assicurazioni S.p.A. and Campo Carlo Magno S.p.A., which was merged into UnipolSai on 31 December 2014) and Nuove Iniziative Toscane S.r.l. brought on 21 October 2014 – following resolutions passed by the shareholders’ meetings held on 30 July 2013 – against members of the Ligresti family (Salvatore Ligresti, Giulia M. Ligresti, Jonella Ligresti and Gioacchino P. Ligresti), the former executive directors Fausto Marchionni and Antonio Talarico, the former non-executive directors who were members of the Internal Control Committee, certain former statutory auditors of the Fondiaria-SAI Group, as well as related parties that could be traced back to the Ligresti family and that were counterparties to the disputed transactions, in addition to the consultant who had issued opinions in relation to such transactions. The claim for damages relates to three transactions that were reported by the Amber Fund, but that were not included in the Major Claim brought by the acting Commissioner, Professor Matteo Caratozzolo. All three transactions are challenged by UnipolSai. They are named– as usually identified in the Proceedings – as follows: “*Area Castello*”, “*Golf Hotel*” e “*Contratti di co-marketing Gilli*”.

The transactions challenged in the Proceedings were found to be vitiated, among other things, by conflicts of interest and the unlawful manner in which the parent company

managed the group. In short, the defendants' liability for the losses caused to the Claimants arises from the fact that the above-mentioned defendants, in breach of their duties and of the rules set forth in Articles 2391 and 2391-bis of the Italian Civil Code, approved and implemented the disputed transactions with related entities connected to the Fondiaria-SAI Group that can be traced to the Ligresti family, as well as the fact that such transactions envisaged an overvalued consideration, terms and conditions of contract and/or modes of (de facto) performance that were excessively biased towards said companies.

As mentioned above, the disputed transactions, in relation to which UnipolSai filed claims for damages in the related Proceedings, are named – as usually identified – as follows: “Varese”, “acquisto 100% Atahotels”, “Bruzzano” “Pieve Emanuele”, “Consulenze Salvatore Ligresti”, “Compensi Jonella Ligresti”, “Sponsorizzazioni Laità”, “Lancetti”, “Fiorentini”, “De Castillia”, “San Donato”, “San Pancrazio Parmense”, “Villa Ragionieri”, “Area Castello”, “Golf Hotel” and “Contratti di co-marketing Gilli”.

More specifically, the aforementioned transactions concerned:

- (i) as to the Major Claim: **(a)** the building of properties and the subsequent purchase thereof by the Fondiaria-SAI Group as a future asset; **(b)** the acquisition of all of Atahotels S.p.A.'s shares; **(c)** the assignment of the contract for the renovation and redevelopment of Fondiaria-SAI Group's properties; **(d)** the appointment of Salvatore Ligresti as consultant and the grant of powers of attorney to Jonella Ligresti, who were both remunerated with large fees; and **(e)** the payment of unjustified sponsorship fees to companies belonging to the Ligresti family;
- (ii) as to the Minor Claim: **(a)** the assignment of the contract for the “Area Castello” real estate transaction's preliminary, final and executive design; **(b)** the assignment of the contract for the renovation of the Hotel Madonna di Campiglio Golf club; and **(c)** the signing of co-marketing contracts with Gilli S.r.l.

Upon UnipolSai and certain other Claimants' request, the Court of Milan granted, during the Proceedings, two preventive attachment orders against members of the Ligresti family and certain former executive directors of Fondiaria-SAI S.p.A. and Milano Assicurazioni S.p.A., which were then enforced in Italy and abroad.

After having ordered the exchange of briefs in accordance with Article 183 of the Italian Civil Procedure Code, the Court of Milan, among other things, appointed an expert witness to conduct a complex technical consultancy. After the Court-appointed expert witnesses had forwarded his preliminary report to the parties' technical consultants during the course of the said expertise, the parties intensified direct talks with each other. As a result, they jointly took the decision to settle the entire dispute referred to in the Proceedings and the related preventive attachment proceedings, as well as certain other minor civil proceedings pending between them.

With regard to the Settlement Agreement, UnipolSai has commenced the procedure envisaged under Articles 9 and 10 of the Related Parties' Transactions Procedure adopted by the

Company's Board of Directors, most recently on 7 November 2019 (the "**RPT Procedure**"), as well as under Article 8 of Consob Regulation No. 17221 of 12 March 2010, as subsequently amended.

The commencement of the RPT Procedure was deemed necessary in light of the fact that: **(a)** some of the defendants in the Proceedings can be categorised as "*former related parties*" of UnipolSai. Upon IVASS' request in December 2012, they were categorised as UnipolSai related parties; **(b)** even though Unipol Gruppo S.p.A. ("**Unipol**") is not one of the signatories of the Settlement Agreement, it could still have an interest in executing the settlement, on account of the benefit it would derive from the decision – which has been taken by the defendants and the third parties indicated as beneficiaries in the settlement agreement - to waive the indemnity that Unipol had granted to the directors and statutory auditors of Premafin HP S.p.A., Fondiaria-SAI S.p.A. and Milano Assicurazioni S.p.A. or their respective subsidiaries in the context of the Unipol-Premafin/Fondiaria-SAI merger.

Therefore, the UnipolSai Related Parties' Transactions Committee (the "**Committee**") promptly became involved during the negotiations that followed the completion of the Court-Appointed Expert Witnesses' conciliation attempt. The Committee was provided with adequate and complete information, and met on three occasions in order to give its opinion on the interest of the Company and that of its subsidiaries (which were claimants in the Proceedings) to sign the Settlement Agreement, as well as on the appropriateness and substantive fairness of the related terms and conditions thereof.

In the framework of the transaction, the Company's Board of Directors requested the law firms BonelliErede and Bussoletti Nuzzo & Associati, which assist UnipolSai in the Proceedings (the "**Defence Counsels**"), to give their opinion on the reasons for, and the advantages of, executing the Settlement Agreement.

In the opinion, the Defence Counsels concluded that, taking into account, on the one hand, the specific risks associated with the continuation of the Proceedings, the difficulty of recovering any amounts awarded in the judgment as the defendants' have insufficient assets and because the Unipol indemnity does not guarantee the recovery of any claims awarded to the Claimants in the judgment against the directors and statutory auditors who are the beneficiaries of it, on the other hand, the general risk of proceedings, which in this specific case is to be considered significant given that the Proceedings concern multiple and complex legal and technical issues and that the evidence-gathering phase has not yet been completed, the Settlement Agreement is **objectively more advantageous** than the gains that could be made in the event that the Proceedings were to continue. This is because:

- in the event that the Proceedings were to continue, the reasonably foreseeable gain that could be made would be unlikely to reach **EUR 60 millions** ⁽¹⁾; it could

⁽¹⁾ More specifically, the amount of EUR 60,000,000 consists of assets amounting to approximately EUR 20,000,000 seized from the Ligresti family and from the former executive directors Mr Marchionni and Mr Talarico, as well as the maximum amount of EUR 40,000,000 insured in the ACE and Chubb D&O policies (as defined below). However, as pointed out in the Defence Counsels' opinion, this amount of EUR 60,000,000 does not give rise, in practice, to an equivalent prospect of effectively recovering such amount.

even be significantly lower than this, taking into account the risks identified by the Defence Counsels and the uncertainties associated with continuing the Proceedings;

- as described in greater detail below, the Settlement Agreement allows the Claimants to recover a considerable amount of **EUR 42,208,000.00** which would be collected in full immediately after the settlement's completion;
- furthermore, the Settlement Agreement ensures that the Claimants do not have to pay the Court-Appointed Expert Witnesses' substantial costs (see below), their own legal expenses incurred as a result of the Proceedings continuing, the reimbursement of the legal expenses of those defendants that are found not to be found liable, and registration tax (amounting to 3%) on the sums to be paid, completely eliminating any risk and uncertainty arising from the commencement of enforcement actions to be conducted on the assets that have already been seized, which will have to be recommenced once again against defendants found by the judgment to be liable; this does not even take into account the savings achieved as a result of not having to bring such further enforcement actions.

After having examined the Defence Counsels' opinion, the Committee appointed Professor Vincenzo Roppo of the Studio Roppo Canepa law firm as its independent legal advisor, with a view to further guaranteeing the substantial and procedural correctness of the transaction's whole decision-making process and supporting the decisions falling within the Committee's remit. Professor Roppo issued his own legal opinion on the reasons and the convenience of the Settlement Agreement, stating that he approved the methodological approach adopted by the Defence Counsels' opinion and stating that the reasons set out therein were adequate.

More specifically, the Committee's advisor confirmed in his legal opinion that the methodologies adopted and the arguments submitted in the Defence Counsels' opinion were correct. He concluded that: **(a)** the qualitative and quantitative risks connected with the Proceedings continuing, which had been identified in the Defence Counsels' opinion, were logical, were supported by evidence acquired in the aforementioned Proceedings and had been adequately pointed out; **(b)** the criterion for assessing the convenience of the Settlement Agreement, which consisted in comparing the amount of the settlement with the amount that could actually be recovered by the Claimants in the enforcement proceedings, as opposed to the amount that the judgement could hypothetically order the defendants to pay, was correct and acceptable.

Therefore, the conclusions set out in the Defence Counsels' and the legal advisor's opinion confirmed that the Settlement Agreement is objectively more advantageous for the Company than the possible gains it might make in the event that the Proceedings continued.

After having made its assessments, which took account of the above-mentioned legal opinions, on 14 December 2020 the Committee unanimously gave the Board of Directors its favourable opinion on UnipolSai and its subsidiaries' interest in executing the Settlement Agreement, as well as on the appropriateness and substantive fairness of the terms and conditions thereof.

After having considered the Defence Counsels' legal opinion and the Committee's opinion (including the legal opinion of the independent advisor Professor Vincenzo Roppo of the Studio Roppo-Canepa law firm), UnipolSai's Board of Directors approved, insofar as it was concerned, the substantial contents of the Settlement Agreement. This was because the Committee had, after having been kept constantly updated on the negotiations' progress, acknowledged the Company's and its subsidiaries' interest in executing the Settlement Agreement, and the convenience and substantive fairness of the terms and conditions thereof.

Subsequently, the parties defined in detail the terms and conditions of the Settlement Agreement which, on 4-5 March 2021, was signed between, on the one hand, UnipolSai, the other Claimant Companies and Meridiano Secondo S.r.l. and, on the other hand, all of the defendants in the Proceedings ⁽²⁾ with the exception of certain parties (who are in any case beneficiaries), as well as the insurance company Chubb European Group SE (formerly ACE European Group Limited, also in its capacity as successor in title following the merger by incorporation of Chubb Insurance Company of Europe SE, "*Chubb*") which intervened on behalf of all the parties insured under the D&O policies (Nos. 010701172F and 82178452, and 010701173F and 82178451) respectively taken out at that time by Fondiaria-SAI S.p.A. and Milano Assicurazioni S.p.A., regardless of whether such insured parties are parties to the settlement and/or defendants and/or third parties summoned in the Proceedings.

When they signed the Settlement Agreement, the Claimants, among other things, sent a waiver to the other Fondiaria-SAI Group former directors and statutory auditors, who had been summoned in the Proceedings by the defendants as third-party defendants. The Claimants confirmed the fact that nothing was due from the third-party defendants in respect of the claims brought in the aforementioned Proceedings ⁽³⁾.

⁽²⁾ More specifically, the defendants executing the settlement agreement are as follows: Giulia Maria Ligresti, Jonella Ligresti, on her behalf and as successor to Salvatore Ligresti, Gioacchino Paolo Ligresti, Fausto Marchionni, Antonio Talarico, Umberto Bocchino, Maurizio De Scalzi, Domenico Terzano, Stefano Carlino, Andrea Gardelli, Silvano Malvezzi, Alberto Ramella, Francesco Tanini, Stefano Casagni, Roberto Seymandi, Michela Zeme, William Bonomi, Gualtiero Giombini, Salvatore Spiniello, Ezio Toselli, Benito Giovanni Marino, Marco Spadacini, Barbara Mantovani in qualità di erede Giancarlo Mantovani, Giovanni Ossola, Giovanni Maria Rayneri, Alberto Maria Rayneri e Michela Rayneri, as successors to Alessandro Rayneri, Maria Luisa Mosconi, Graziano Visentin, Mariano Frey, Cosimo Rucellai, Vincenzo La Russa, Salvatore Rubino, Roland Berger S.r.l., Scenari Immobiliari S.r.l..

⁽³⁾ More specifically, they are the following third parties summoned in the Proceedings: Ernesto Albanese, Vincenzo Albanese, Danilo Achille Bassi, Mario Emilio Casartelli, Mariella Marocco Cerutti, Maurizio Comoli, Francesco Corsi, Barbara De Marchi, Flavio Dezzani, Maurizio Di Maio, Giovanna Albertini, Albertina, Alessandra and Francesco D'Urso, as successors to Carlo D'Urso, Mariano Frey, Consolazione Lo Vecchio, Davide Maggi, Valentina Marocco, Sara Mazzetti, Filippo Milone, Giuseppe Morbidelli, Giorgio Oldoini, Francesco Randazzo, Oreste Severgnini, Nicola Squillace, Simone Tabacci, Stefano Valerio, Sergio Francesco Maria Viglianisi, Pier Giorgio Bedogni, Umberto Bocchino, Andrea Broggin, Stefano Carlino, Emanuele Erbetta, Vincenzo La Russa, Alberto Marras, Alberto Ramella and Salvatore Rubino. It must be pointed out that some of the third parties summoned in Proceedings commenced by the Minor Claim have also been summoned in those commenced by the Major Claim.

For a more detailed examination of the Settlement Agreement contents, reference is made to the information document published on the Company's website (at *Governance/Related-Party Transactions* Section) on 25 March 2021 in accordance with Consob Regulation No. 17221 of 12 March 2010, as amended. The main terms of the said agreement that have been submitted to the Shareholders' Meeting for approval are, on the other hand, summarised below.

As partly explained above, the Settlement Agreement envisages:

- (a) the Claimants paying an all-inclusive sum of **EUR 42,208,000**;
the parties thereto waiving any and every right, action, claim, demand, request, and challenge dealt with in the Proceedings, the preventive attachment orders, and certain other minor disputes, with each of the parties paying their own legal costs;
- (b) the parties to the Proceedings apportioning the costs of the Court-Appointed Expert Witnesses amounting to approximately EUR 1.356,000,000 (including VAT), as follows: (i) approximately EUR 1.110,000,000 to be borne by the defendants and Chubb and (ii) approximately EUR 246,000 to be borne by UnipolSai and the other Claimants;
- (c) the defendants waiving their claims against the third parties that had been summoned in the Proceedings and the other defendants.

The aforementioned amount of EUR 42,208,000 shall be allocated between UnipolSai and the other Claimants in proportion to the provisional claims respectively made by them in the Proceedings. UnipolSai shall receive a sum of **EUR 29,662,910.50**. The remaining amount shall be divided among the other Claimants.

The Settlement Agreement is subject to the condition precedent of the UnipolSai Shareholders' Meeting and the Shareholders' Meetings of the other Claimants approving the resolution dealing with settlement of the Proceedings, in accordance with Articles 2393, paragraph 6, and Articles 2476, paragraph 5, of the Italian Civil Code, and under the terms and conditions set out in the Settlement Agreement.

The payment of EUR 42,208,000 to UnipolSai and the other Claimants, as well as the payment of the experts' costs incurred for the Court-Appointed Expert Witnesses, shall only be made upon the condition precedent to which the Settlement Agreement is subject being fulfilled in the manner summarised below:

- the amount of **EUR 32,958,346** shall be paid through an escrow deposit account set up by Chubb, UnipolSai, the custodian bank and the escrow agent; Chubb and the defendants that have not undergone preventive attachment proceedings before the Settlement Agreement was signed shall have already deposited amounts on the said account. Upon the condition precedent have been fulfilled, the escrow agent shall instruct the custodian bank to transfer the aforesaid amount to UnipolSai (which, in turn, will distribute it among the various Claimant Companies);
- the remaining amount of **EUR 10,360,173** shall be paid by (i) offsetting the sums that the Claimants owe by way of emoluments and insurance policy claims to the defendants that have undergone preventive attachment proceedings; and (ii) the other

Unipol Group companies (other than the Claimants) assigning to the Claimants the sums that they owe to the defendants that have undergone attachment proceedings; these sums shall be refer, once again, to the amounts owed to the latter by way of emoluments and insurance policy claims.

Before the Settlement Agreement can be executed, the resolution must be approved by the Shareholders' Meeting, also in accordance with the last paragraph of Article 2393 of the Italian Civil Code and Article 2407 of the Italian Civil Code.

Therefore, the Board of Directors proposes the following resolution to the Shareholders' Meeting.

Proposal

The Ordinary Shareholders' Meeting of UnipolSai Assicurazioni S.p.A,

after having examined the Report submitted by the Board of Directors, whereby it proposes the approval of the agreement (the "Settlement Agreement") settling two sets of proceedings pending before the Court of Milan (the "Proceedings") concerning the claims for liability brought in 2013 and 2014 by UnipolSai Assicurazioni S.p.A., in its capacity as successor in title to the merger of, among other things, Fondiaria-SAI S.p.A. and Milano Assicurazioni S.p.A., as well as Campo Carlo Magno S.p.A., and UnipolSai Real Estate S.r.l. (which is, in turn, the successor in title to the merger of UnipolSai Servizi Immobiliari S.p.A., which was formerly Immobiliare Lombarda S.p.A., and Immobiliare Fondiaria-SAI S.r.l.), and other companies belonging to the Unipol Group (together called the "Claimants") against members of the Ligresti family (Salvatore Ligresti, Jonella Ligresti, Giulia Maria Ligresti and Gioacchino Paolo Ligresti), former directors and former statutory auditors of Fondiaria-SAI S.p.A., Milano Assicurazioni S.p.A. and some of their subsidiaries, as well as against other defendants,

resolves

to approve the terms and conditions of the Settlement Agreement signed on 4-5 March 2021, which concerns the settlement of the claims for liability pending before the Court of Milan, General Docket No. 42294/2013 (joined with proceedings General Docket No. 71026/13, No. 88481/13, No. 88470/13, No. 78467/13, No. 25787/14, No. 30996/2015, No. 31130/2015, No. 32791/2015, No. 32976/2015) and proceedings General Docket No. 65868/2014, which UnipolSai Assicurazioni S.p.A. and other companies belonging to the Unipol Group have brought against members of the Ligresti family (Salvatore Ligresti, Jonella Ligresti, Giulia Maria Ligresti and Gioacchino Paolo Ligresti), former directors and statutory auditors of Fondiaria-SAI S.p.A, Milano Assicurazioni S.p.A., and other defendants indicated in the Board of Directors' Report that concern, with particular regard to UnipolSai Assicurazioni S.p.A., the following transactions: "Varese", "acquisto 100% Atahotels", "Bruzzano" "Pieve Emanuele", "Consulenze Salvatore Ligresti", "Compensi Jonella Ligresti", "Sponsorizzazioni Laità", "Lancetti", "Fiorentini", "De Castillia", "San Donato", "San Pancrazio Parmense", "Villa Ragionieri", "Area Castello", "Golf Hotel" and "Contratti di co-marketing Gilli" (as they are usually identified in the same proceedings); the said agreement envisages, among other things, that:

- *UnipolSai Assicurazioni S.p.A. and the defendants indicated in the Board of Directors' Report shall reciprocally waive any and every right, action, claim, demand, and challenge dealt with in the Proceedings, the preventive attachment orders, and certain other minor disputes described in more detail in the Settlement Agreement and the annexes thereto; each of the parties shall pay all of their legal expenses*
- *the Claimants shall be paid the total amount of EUR 42,208,000.00, of which EUR 29,662,910.50 shall be payable to UnipolSai Assicurazioni S.p.A., under the terms and conditions defined in more detail in the Settlement Agreement;*
- *the costs incurred during the Court-Appointed Expert Witnesses, which amount to EUR 1,356,849.07 (including VAT) shall be apportioned between the parties as follows: EUR 1,110,519.00 are to be borne by Chubb European Group SE and the defendants, and EUR 246,330.07 are to be borne by UnipolSai Assicurazioni S.p.A. and the other Claimants who brought the Proceedings;*
- *the Claimants shall declare that they intend to take advantage of the third-party defendants' waivers (that is to say the third parties summoned in the Proceedings that have been indicated in the Board of Directors' Report), confirming the fact that they have nothing to claim from such third-party defendants in connection with the claims for liability;*
- *the effects of the Settlement Agreement (including the obligations to pay the Court-Appointed Expert Witnesses' fees and expenses) are subject to the condition precedent of the respective Claimant's Shareholders' Meetings approving the resolution settling the claims for liability referred to in the Proceedings, in accordance with Article 2393, paragraph 6, of the Italian Civil Code and Article 2476, paragraph 5, of the Italian Civil Code.*

Bologna, 18 March 2021

The Board of Directors

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

Amendments to the By-Laws. Related and consequent resolutions.

- a) Update of Art. 6 ("Share capital") on the shareholders' equity elements of the Non-Life and Life businesses pursuant to Art. 5 of ISVAP Regulation no. 17 of 11 March 2008.
- b) Amendment of Arts. 23 ("Statutory Auditors") and 24 ("Appointment and remuneration"), with reference to the number of Alternate Auditors on the Board of Statutory Auditors.

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 of Arts. 23 ("Statutory Auditors") and 24 ("Appointment and remuneration"), with reference to the number of Alternate Auditors on the Board of Statutory Auditors".

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.

REASON AND ILLUSTRATION OF THE AMENDMENTS TO THE BY-LAWS

The amendments that are to be made to the By-Laws are intended to: *(i)* as a priority, introduce the representation of the individual items that make up the company's shareholders' equity, separately attributed to the Non-Life and Life businesses and, at the occasion, *(ii)* simplify and facilitate the appointment of the Board of Statutory Auditors.

Below is an analytical description of the proposed amendments to the By-Laws and the relative reasons.

Article 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 appropriate 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, due to the following events concerning the Company:

- the merger by incorporation of Pronto Assistance S.p.A. into UnipolSai, with legal effects on 1 February 2020;
- the approval of the 2019 financial statements by the Company's Ordinary Shareholders' Meeting of 29 April 2020 and the resulting allocation of the relative profit for the year;
- transactions concerning the treasury shares and shares of the holding company Unipol Gruppo S.p.A. ("Unipol" or the "Holding Company"), taking place in 2020.

More specifically, insofar is as of interest here, the mentioned Art. 6 must represent the effects of the amendments made on the items of shareholders' equity due to changes in the items "Reserve for shares of the holding company", "Negative reserve for treasury shares in portfolio" and "Other reserves" relating to the Non-Life and Life businesses.

Article 23 ("Statutory Auditors") and Article 24 ("Appointment e remuneration")

The proposed amendment intends to facilitate the appointment of the Board of Statutory Auditors by reducing the number of Alternate Auditors from three to two.

*** **

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
- b) the words whose insertion is being proposed are highlighted in bold.

(follows)

Current text	New text
<p>Article 6 – Share capital</p> <p>The share capital is equal to Euro 2,031,456,338.00 divided in 2,829,717,372 common shares without par 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 issue premium reserve is allocated for Euro 147,887,803.65 to the operation of the non-life insurance and re-insurance business and for Euro 259,368,002.54 to the operation of the life insurance and re-insurance business.</p> <p>The revaluation reserves (<i>riserve di rivalutazione</i>) 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 (<i>riserva per azioni della controllante</i>) is fully allocated, for Euro 1,708,127.95, 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 fully 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</p>	<p>Article 6 – Share capital</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>The reserve for shares of the holding company (<i>riserva per azioni della controllante</i>) is fully allocated, for Euro <u>788,763.32</u>, to the operation of the non-life insurance and re-insurance business.</p> <p>The other reserves are allocated for Euro <u>1,334,556,752.80</u> to the operation of the non-life insurance and re-insurance business and for Euro <u>1,360,414,797.66</u> to the operation of the life insurance and re-insurance business.</p> <p>The negative reserve for treasury shares is fully allocated, for Euro <u>733,615.55</u> to the operation of the non-life insurance and re-insurance business.</p> <p>[unchanged]</p>

Current text	New text
<p>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 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.”</p>	<p>[unchanged]</p>
<p>Article 23 – Statutory Auditors</p> <p>The Board of Statutory Auditors is composed by three effective members and three alternate members. They hold office for three fiscal years – therefore until the Shareholders’ Meeting approving the financial statements for the third fiscal year, unless otherwise provided by law – and may be re-elected. The powers and duties are those provided by law.</p>	<p>Article 23 – Statutory Auditors</p> <p>The Board of Statutory Auditors is composed of three effective members and three<u>two</u> alternate members. They hold office for three fiscal years – therefore until the Shareholders’ Meeting approving the financial statements for the third fiscal year, unless otherwise provided by law – and may be re-elected. The powers and duties are those provided by law.</p>
<p>Article 24 – Appointment and remuneration</p> <p>The ordinary Shareholders’ Meeting appoints the Board of Statutory Auditors and resolves on its remuneration. Minority Shareholders are entitled to appoint one Effective Auditor and one Alternate Auditor.</p> <p>The Statutory Auditors must possess the requisites of respectability, professionalism and independence provided by the applicable laws and regulations and by these By-Laws.</p> <p>In particular, with respect to the requisite of professionalism, at least one Effective Auditor and at least one Alternate Auditor must be enrolled in the register of external auditors (<i>registro dei revisori legali</i>) established by law, and have at least three-year experience in auditing; the outstanding Statutory Auditors, if</p>	<p>Article 24 – Appointment and remuneration</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p>

Current text	New text
<p>not enrolled in the above register, must have matured an aggregate experience of at least three years in the exercise of:</p> <p>a) activities of management or control of, or executive functions in, corporations with a corporate capital not lower than two million euro, or</p> <p>b) professional activities or tenured academic career in the legal, economic, financial, technical-scientific and actuarial fields regarding credit, finance and insurance, or</p> <p>c) managerial functions (<i>funzioni dirigenziali</i>) for public entities or authorities operating in the fields of credit, finance and insurance or in any event in fields strictly pertaining to that of the Company. In this regard, for the sake of clarity, are considered strictly pertaining to the insurance business the economic fields in which operate undertakings which may be subject to the control of an insurance company.</p> <p>The Statutory Auditors are appointed, in accordance with the provisions of law on gender balance in force at the time, on the basis of lists pursuant to the terms and modalities set forth in the paragraphs below.</p> <p>Shareholders are entitled to present a list when, individually or jointly with other Shareholders, they hold in the aggregate a shareholding determined in accordance with the provisions of law and regulations applicable at the time to the election of the members of the Board of Statutory Auditors.</p> <p>The ownership of the minimum shareholding required to submit the list is calculated having regard to the shares registered to the benefit of the Shareholder/s presenting the list on the date the list is deposited with the Company.</p>	<p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p>

Current text	New text
<p>Each person presenting a list, the parties to a material shareholders' agreement for the purposes of Art. 122 of Legislative Decree 58/1998 regarding financial instruments issued by the Company, the controlling person and the subsidiaries of, as well as the companies under common control with, the person presenting the list pursuant to Art. 93 of Legislative Decree 58/1998, cannot present or participate in the presentation, not even through a third party or a fiduciary company, of more than one list nor can they vote, not even through a third party or a fiduciary company, for lists other than the list they have presented individually or jointly with others. Any adhesion and votes cast in breach of such provision shall not be attributed to any list;</p>	<p>[unchanged]</p>
<p>The lists, executed by those presenting the same, must be deposited at the registered office of the Company at least 25 (twenty-five) days before the date of the Shareholders' Meeting called to resolve on the appointment of the members of the Board of Statutory Auditors; such term is indicated in the notice of call, without prejudice to any other form of publicity provided by the laws, including regulations, in force at the time.</p>	<p>[unchanged]</p>
<p>Simultaneously and jointly with each list, those presenting the list must deposit with the registered office the information concerning the same, a complete set of information with the personal and professional data of each candidate, the statements by which all candidates accept their nomination and attest, under their own liability, that there are no grounds for their ineligibility and incompatibility, as well as that they possess the requisites prescribed by the law and the By-Laws for the office of Statutory Auditor and the list of the positions of management and control held, if any, in other companies, as</p>	<p>[unchanged]</p>

Current text	New text
<p>well as any other information required by law or regulation, which shall be indicated in the notice of call of the Shareholders' Meeting. The lists presented in breach of the provisions above shall be disregarded.</p> <p>Together with each list – also after the deposit of the list itself but in any event by and no later than the deadline prescribed by the laws, including regulations, applicable at the time to the publication of the lists by the Company – the communication must be delivered to the Company of a legally authorized intermediary attesting the ownership of the minimum share capital percentage prescribed by the provisions of law in force at the time of the presentation of the list.</p> <p>Unless otherwise provided by mandatory provisions of law or regulations, persons cannot be appointed as Statutory Auditors, and, if appointed, cease from the office, if they are in the positions of incompatibility set forth by the law and these By-Laws, as well as those holding a number of offices exceeding the maximum number set forth from time to time, alternatively, by the law or the Consob.</p> <p>The lists, which indicate the names of one or more candidates, are divided into two sections: the first section for the candidates to the position of Effective Auditor, the second section for the candidates to the position of Alternate Auditor. The lists contain a number of candidates not higher than the number of Statutory Auditors to be elected, listed by consecutive number. Each candidate may be listed in one list only, under penalty of ineligibility</p> <p>The first two candidates of the first section of the list which has obtained the highest number of votes and the first candidate of the first section of the list which has obtained the second highest number of votes and that is</p>	<p>[unchanged]</p> <p>[unchanged]</p> <p>[unchanged]</p> <p>The first two candidates of the first section of the list which has obtained the highest number of votes and the first candidate of the first section of the list which has obtained the second highest number of votes and that is</p>

Current text	New text
<p>not connected, not even indirectly, to those who have presented or voted the list which has obtained the highest number of votes, are elected as Effective Auditors. The first two candidates of the second section of the list which has obtained the highest number of votes and the first candidate of the second section of the list which has obtained the second highest number of votes as per the above are elected as Alternate Auditors. In case two or more lists obtain the same number of votes a second ballot between such lists shall take place and the candidates from the list which obtains the highest number of votes in such second ballot shall be elected.</p>	<p>not connected, not even indirectly, to those who have presented or voted the list which has obtained the highest number of votes, are elected as Effective Auditors. The first two candidates the first candidate of the second section of the list which has obtained the highest number of votes and the first candidate of the second section of the list which has obtained the second highest number of votes as per the above are elected as Alternate Auditors. In case two or more lists obtain the same number of votes a second ballot between such lists shall take place and the candidates from the list which obtains the highest number of votes in such second ballot shall be elected.</p>
<p>To ensure gender balance within the Board of Statutory Auditors, in compliance with the provisions currently in force, the lists presenting an aggregate number of candidates equal to or higher than three must include, in the first two places of the section or sections where at least two candidates are listed, candidates of different gender.</p>	<p>[unchanged]</p>
<p>The Chairman of the Board of Statutory Auditors shall be the Effective Auditor elected from the list that has obtained the second highest number of votes.</p>	<p>[unchanged]</p>
<p>If only one list or no lists at all are presented, all candidates to the relevant position indicated in the sole list presented shall be elected as Effective and Alternate Auditors or, if no lists at all were presented, those voted by the Shareholders' Meeting, to the extent that they obtain the relative majority of the votes cast at the Shareholders' Meeting and without prejudice in any event to the provisions of law on gender balance in force at the time. In such case, the Shareholders' Meeting shall appoint the Chairman of the Board of Statutory Auditors.</p>	<p>[unchanged]</p>

Current text	New text
<p>If a Statutory Auditor loses the requisites provided by the law or the By-Laws, he/she shall automatically cease from office.</p>	<p>[unchanged]</p>
<p>In case of replacement of a Statutory Auditor, the outgoing Statutory Auditor is replaced by the Alternate Auditor belonging to the same list as the outgoing Statutory Auditor. Failing this, in the event that the minority Statutory Auditor terminates his/her office, the candidate immediately following the outgoing one in the same list will take over or else, the first candidate of the list ranking third in terms of votes. It being understood that the replacement shall in any event comply with the provisions of law on gender balance applicable at the time. The Chairman of the Board of Statutory Auditors shall remain the Statutory Auditor appointed by the minority Shareholders.</p>	<p>[unchanged]</p>
<p>When the Shareholders' Meeting proceeds to replace the Effective and/or Alternate Auditors to restore the Board of Statutory Auditors the following provisions apply:</p> <ul style="list-style-type: none"> - in case of replacement of Statutory Auditors elected from the majority list, the substitute is appointed by relative majority vote without any list restriction (<i>senza vincolo di lista</i>); - in case, however, of replacement of a Statutory Auditor elected from the minority list, the Shareholders' Meeting resolves with the favourable vote of the relative majority, selecting the substitute among the candidates indicated in the list to which the replaced Statutory Auditor belonged, or – if this is not possible – in the list which obtained the third highest number of votes. 	<p>[unchanged]</p>
<p>Should the implementation of the procedures above not allow, for any reason whatsoever, to replace the Statutory Auditors designated</p>	<p>[unchanged]</p>

Current text	New text
<p>by the minority, the Shareholders' Meeting shall proceed to designate the substitute by relative majority vote; provided however that, in ascertaining the results of such latter resolution, the votes shall not be computed of those who, based on the information provided pursuant to the applicable laws, hold, also indirectly or jointly with other Shareholders who are parties to a material shareholders' agreement for the purposes of Art. 122 of Legislative Decree 58/1998 regarding financial instruments issued by the Company, the majority of the votes that can be cast in a Shareholders' Meeting, as well as the controlling person of, the subsidiaries of, and the companies under common control with, the same.</p> <p>The replacement procedures described in the paragraphs above shall in any case ensure compliance with the provisions of law on gender balance in force at the time.</p> <p>The meetings of the Board of Statutory Auditors, if the Chairman deems it necessary, may be validly held via video or audio conference, on condition that all participants can be identified by the Chairman and by all the other attendees, that they are in the position to follow the discussion and to intervene in real time to the debates on the items discussed, that they are in the position to exchange documents regarding such items and that all the above is reported in the minutes of the relevant meeting. If the above requirements are met, the meeting of the Board of Statutory Auditors is deemed to be held in the place where the Chairman is present in person.</p>	<p>[unchanged]</p> <p>[unchanged]</p>

2. 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*, paragraph 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 first of all submits the resolution proposal concerning the amendment of Art. 6 of the By-Laws to the Extraordinary Shareholders' Meeting.

Proposal relating to the amendment of Art. 6 of the By-Laws

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

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

hereby resolves

1. *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 common shares without par 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 issue 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 (riserva per azioni della controllante) is fully allocated, for Euro 788,763.32, to the operation of the non-life insurance and re-insurance business.

The other reserves are allocated for Euro 1,334,556,752.80 to the operation of the non-life

insurance and re-insurance business and for Euro 1,360,414,797.66 to the operation of the life insurance and re-insurance business.

The negative reserve for treasury shares is fully allocated, for Euro 733,615.55 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.”;

2. *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.”*

**** *** ****

The Board of Directors therefore hereby submits the resolution proposal concerning the amendment of Arts. 23 and 24 of the By-Laws to the Extraordinary Shareholders' Meeting, given the interconnection of such proposals.

Proposal relating to the amendment of Arts. 23 and 24 of the By-Laws

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

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

hereby resolves

1. *to amend Art. 23 of the By-Laws as follows:*

“Article 23 - Statutory Auditors

The Board of Statutory Auditors is composed of three effective members and two alternate members. They hold office for three fiscal years – therefore until the Shareholders' Meeting approving the financial statements for the third fiscal year, unless otherwise provided by law – and may be re-elected. The powers and duties are those provided by law.”;

2. *to amend Art. 24 of the By-Laws as follows:*

“Article 24 – Appointment and remuneration

The ordinary Shareholders' Meeting appoints the Board of Statutory Auditors and resolves on

its remuneration. Minority Shareholders are entitled to appoint one Effective Auditor and one Alternate Auditor.

The Statutory Auditors must possess the requisites of respectability, professionalism and independence provided by the applicable laws and regulations and by these By-Laws.

In particular, with respect to the requisite of professionalism, at least one Effective Auditor and at least one Alternate Auditor must be enrolled in the register of external auditors (registro dei revisori legali) established by law, and have at least three-year experience in auditing; the outstanding Statutory Auditors, if not enrolled in the above register, must have matured an aggregate experience of at least three years in the exercise of:

- a) activities of management or control of, or executive functions in, corporations with a corporate capital not lower than two million euro, or*
- b) professional activities or tenured academic career in the legal, economic, financial, technical-scientific and actuarial fields regarding credit, finance and insurance, or*
- c) managerial functions (funzioni dirigenziali) for public entities or authorities operating in the fields of credit, finance and insurance or in any event in fields strictly pertaining to that of the Company. In this regard, for the sake of clarity, are considered strictly pertaining to the insurance business the economic fields in which operate undertakings which may be subject to the control of an insurance company.*

The Statutory Auditors are appointed, in accordance with the provisions of law on gender balance in force at the time, on the basis of lists pursuant to the terms and modalities set forth in the paragraphs below.

Shareholders are entitled to present a list when, individually or jointly with other Shareholders, they hold in the aggregate a shareholding determined in accordance with the provisions of law and regulations applicable at the time to the election of the members of the Board of Statutory Auditors.

The ownership of the minimum shareholding required to submit the list is calculated having regard to the shares registered to the benefit of the Shareholder/s presenting the list on the date the list is deposited with the Company.

Each person presenting a list, the parties to a material shareholders' agreement for the purposes of Art. 122 of Legislative Decree 58/1998 regarding financial instruments issued by the Company, the controlling person and the subsidiaries of, as well as the companies under common control with, the person presenting the list pursuant to Art. 93 of Legislative Decree 58/1998, cannot present or participate in the presentation, not even through a third party or a fiduciary company, of more than one list nor can they vote, not even through a third party or a fiduciary company, for lists other than the list they have presented individually or jointly with others. Any adhesion and votes cast in breach of such provision shall not be attributed to any list;

The lists, executed by those presenting the same, must be deposited at the registered office of the Company at least 25 (twenty-five) days before the date of the Shareholders' Meeting called to resolve on the appointment of the members of the Board of Statutory Auditors; such

term is indicated in the notice of call, without prejudice to any other form of publicity provided by the laws, including regulations, in force at the time.

Simultaneously and jointly with each list, those presenting the list must deposit with the registered office the information concerning the same, a complete set of information with the personal and professional data of each candidate, the statements by which all candidates accept their nomination and attest, under their own liability, that there are no grounds for their ineligibility and incompatibility, as well as that they possess the requisites prescribed by the law and the By-Laws for the office of Statutory Auditor and the list of the positions of management and control held, if any, in other companies, as well as any other information required by law or regulation, which shall be indicated in the notice of call of the Shareholders' Meeting. The lists presented in breach of the provisions above shall be disregarded.

Together with each list – also after the deposit of the list itself but in any event by and no later than the deadline prescribed by the laws, including regulations, applicable at the time to the publication of the lists by the Company – the communication must be delivered to the Company of a legally authorized intermediary attesting the ownership of the minimum share capital percentage prescribed by the provisions of law in force at the time of the presentation of the list.

Unless otherwise provided by mandatory provisions of law or regulations, persons cannot be appointed as Statutory Auditors, and, if appointed, cease from the office, if they are in the positions of incompatibility set forth by the law and these By-Laws, as well as those holding a number of offices exceeding the maximum number set forth from time to time, alternatively, by the law or the Consob.

The lists, which indicate the names of one or more candidates, are divided into two sections: the first section for the candidates to the position of Effective Auditor, the second section for the candidates to the position of Alternate Auditor. The lists contain a number of candidates not higher than the number of Statutory Auditors to be elected, listed by consecutive number. Each candidate may be listed in one list only, under penalty of ineligibility

The first two candidates of the first section of the list which has obtained the highest number of votes and the first candidate of the first section of the list which has obtained the second highest number of votes and that is not connected, not even indirectly, to those who have presented or voted the list which has obtained the highest number of votes, are elected as Effective Auditors. The first candidate of the second section of the list which has obtained the highest number of votes and the first candidate of the second section of the list which has obtained the second highest number of votes as per the above are elected as Alternate Auditors. In case two or more lists obtain the same number of votes a second ballot between such lists shall take place and the candidates from the list which obtains the highest number of votes in such second ballot shall be elected.

To ensure gender balance within the Board of Statutory Auditors, in compliance with the provisions currently in force, the lists presenting an aggregate number of candidates equal to or higher than three must include, in the first two places of the section or sections where at least two candidates are listed, candidates of different gender.

The Chairman of the Board of Statutory Auditors shall be the Effective Auditor elected from the list that has obtained the second highest number of votes.

If only one list or no lists at all are presented, all candidates to the relevant position indicated in the sole list presented shall be elected as Effective and Alternate Auditors or, if no lists at all were presented, those voted by the Shareholders' Meeting, to the extent that they obtain the relative majority of the votes cast at the Shareholders' Meeting and without prejudice in any event to the provisions of law on gender balance in force at the time. In such case, the Shareholders' Meeting shall appoint the Chairman of the Board of Statutory Auditors.

If a Statutory Auditor loses the requisites provided by the law or the By-Laws, he/she shall automatically cease from office.

In case of replacement of a Statutory Auditor, the outgoing Statutory Auditor is replaced by the Alternate Auditor belonging to the same list as the outgoing Statutory Auditor. Failing this, in the event that the minority Statutory Auditor terminates his/her office, the candidate immediately following the outgoing one in the same list will take over or else, the first candidate of the list ranking third in terms of votes. It being understood that the replacement shall in any event comply with the provisions of law on gender balance applicable at the time. The Chairman of the Board of Statutory Auditors shall remain the Statutory Auditor appointed by the minority Shareholders.

When the Shareholders' Meeting proceeds to replace the Effective and/or Alternate Auditors to restore the Board of Statutory Auditors the following provisions apply:

- in case of replacement of Statutory Auditors elected from the majority list, the substitute is appointed by relative majority vote without any list restriction (senza vincolo di lista);*
- in case, however, of replacement of a Statutory Auditor elected from the minority list, the Shareholders' Meeting resolves with the favourable vote of the relative majority, selecting the substitute among the candidates indicated in the list to which the replaced Statutory Auditor belonged, or – if this is not possible – in the list which obtained the third highest number of votes.*

Should the implementation of the procedures above not allow, for any reason whatsoever, to replace the Statutory Auditors designated by the minority, the Shareholders' Meeting shall proceed to designate the substitute by relative majority vote; provided however that, in ascertaining the results of such latter resolution, the votes shall not be computed of those who, based on the information provided pursuant to the applicable laws, hold, also indirectly or jointly with other Shareholders who are parties to a material shareholders' agreement for the purposes of Art. 122 of Legislative Decree 58/1998 regarding financial instruments issued by the Company, the majority of the votes that can be cast in a Shareholders' Meeting, as well as the controlling person of, the subsidiaries of, and the companies under common control with, the same.

The replacement procedures described in the paragraphs above shall in any case ensure compliance with the provisions of law on gender balance in force at the time.

The meetings of the Board of Statutory Auditors, if the Chairman deems it necessary, may be

validly held via video or audio conference, on condition that all participants can be identified by the Chairman and by all the other attendees, that they are in the position to follow the discussion and to intervene in real time to the debates on the items discussed, that they are in the position to exchange documents regarding such items and that all the above is reported in the minutes of the relevant meeting. If the above requirements are met, the meeting of the Board of Statutory Auditors is deemed to be held in the place where the Chairman is present in person.”;

3. *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, 18 March 2021

The Board of Directors

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Parent company of the Unipol Insurance Group
entered in the Register of the parent companies
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