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Extraordinary Shareholders' meeting

Testo del comunicato

Vedi allegato.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Bologna, 28 April 2021

The shareholders' meeting of UnipolSai S.p.A. (the "Shareholders' Meeting" and the "Company") - held today with shareholders entitled to attend exclusively through proxies issued to Computershare S.p.A., as the representative designated in accordance with article 135-undecies of the Consolidated Law on Finance (the "Consolidated Law on Finance") - approved, in the ordinary session, the financial statements for the year ended on 31 December 2020, the content of which has already been reported to the market, and the proposal to allocate the profit for the year, which provides for the distribution of dividends for a total of approximately €538m, corresponding to €0.19 for each eligible ordinary share.

The dividend will be payable from 26 May 2021, with the ex-dividend date starting from 24 May 2021 and the record date of 25 May 2021.

The ordinary session of the Shareholders' Meeting also:

- appointed, in accordance with article 2386 of the Civil Code, Mr Mario Cifiello as a member of the board of directors, whose term of office ended at today's Shareholders' Meeting; the appointment of Mr Cifiello will end at the same time as the other directors currently in office, and therefore at the Shareholders' Meeting to approve the 2021 financial statements;
- appointed Ms Maria Paola Merloni as a new director to replace the resigning director, Ms Maria Rosaria Maugeri, approving the proposal submitted by the majority shareholder Unipol Gruppo S.p.A. ("Unipol"). The term of office of Ms Merloni will also end at the same time as the other directors currently in office, at the Shareholders' Meeting to approve the 2021 financial statements;
- appointed the board of statutory auditors on the basis of the lists submitted in accordance with the deadline and procedures set out by law by shareholders of the Company, establishing the remuneration. The lists submitted by Unipol and certain asset management companies and institutional investors (known as the "Minority List") came first and second respectively in terms of number of votes. The following 3 standing auditors and 3 alternate auditors were elected:

Cesare Conti	Chairperson (the only standing auditor candidate on the Minority List);
Angelo Mario Giudici	Standing auditor;
Silvia Bocci	Standing auditor;
Sara Fornasiero	Alternate auditor (the only alternate auditor candidate on the Minority List);

the Minority List);

Roberto Tieghi Alternate auditor;

Luciana Ravicini Alternate auditor.

The term of office of the board of statutory auditors will end with the Shareholders' Meeting to approve the financial statements for FY 2023;

- approved both the first and second sections of the report on remuneration policy and compensation paid, prepared in accordance with article 123-ter of the Consolidated Law on Finance, which includes the remuneration policies pursuant to IVASS Regulation no. 38 of 3 July 2018;
- authorised, for 18 months, subject to cancellation of the previous authorisation, the purchase and sale of treasury shares in accordance with articles 2357 and 2357-ter of the Civil Code, in compliance with the maximum spending limit of €100m, and the acquisition and sale of shares of the parent company, Unipol, in accordance with article 2359-bis of the Civil Code and in compliance with said maximum spending limit of €100m, in accordance with the terms and conditions as set out in the directors' report for the Shareholders' Meeting;
- approved, also in accordance with article 2393, paragraph 6 of the Civil Code, the terms and conditions (pursuant to the director's report for the Shareholders' Meeting) of the agreement signed on 4-5 March 2021 relating to the settlement of the actions for liability taken in 2013 and 2014 by UnipolSai and other Unipol Group companies against members of the Ligresti family, former directors and former statutory auditors of Fondiaria-SAI S.p.A., Milano Assicurazioni S.p.A. and some of their subsidiaries, along with other defendants.

The extraordinary session of the Shareholders' Meeting approved the following in the text illustrated in the director's report for the Shareholders' Meeting:

- the update of article 6 ("Capital Measurement") of the articles of association, with reference to the elements of the equity of the non-life and life operations in accordance with article 5 of ISVAP (Supervisory Body for Private Insurance) Regulation 17/2008;
- the amendment of articles 23 ("Statutory Auditors") and 24 ("Appointment and remuneration") of the articles of association with reference to the number of alternate auditors on the board of statutory auditors.

UnipolSai Assicurazioni S.p.A.

UnipolSai Assicurazioni S.p.A. is the insurance company of the Unipol Group, Italian leader in the Non-Life Business, in particular in the MV and Health businesses. Also active in Life Business, UnipolSai has a portfolio of over 10 million customers and holds a leading position in the national ranking of insurance groups with a direct income amounting to approximately €12.2bn, of which €7.9bn in Non-Life Business and €4.3bn in Life Business (2020 figures). The company has the largest agency network in Italy, with about 2,400 insurance agencies spread across the country. UnipolSai is also active in direct MV insurance (Linear Assicurazioni), transport and aviation insurance (Siat), health insurance (UniSalute), supplementary pensions and also covers the bancassurance channel (Arca Vita, Arca Assicurazioni and Incontra). It also manages significant diversified assets in the real estate, hotel (Gruppo UNA), medical-healthcare and agricultural (Tenute del Cerro) sectors. UnipolSai Assicurazioni is a subsidiary of Unipol Gruppo S.p.A. and is also listed on the Italian Stock Exchange.

Unipol Gruppo

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