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| <p>Informazione Regolamentata n. 0230-73-2023</p> | <p>Data/Ora Inizio Diffusione 09 Agosto 2023 21:03:48</p> | <p>Euronext Milan</p> |
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Societa' : UNIPOLSAI

Identificativo : 180279

Informazione
Regolamentata

Nome utilizzatore : UNIPOLSAIN10 - Nerdi

Tipologia : 3.1

Data/Ora Ricezione : 09 Agosto 2023 21:03:44

Data/Ora Inizio
Diffusione : 09 Agosto 2023 21:03:48

Oggetto : Press release UnipolSai - Cross-border
merger by absorption of UnipolRe D.A.C.
into UnipolSai Assicurazioni S.p.A.

Testo del comunicato

Vedi allegato.

CROSS-BORDER MERGER BY ABSORPTION OF UNIPOLRE D.A.C. INTO UNIPOLSAI ASSICURAZIONI S.P.A. – PRESS RELEASE PURSUANT TO ARTICLE 70, PARAGRAPH 7, LETT. A) AND ARTICLE 84 OF CONSOB REGULATION NO. 11971/99

Bologna, 9 August 2023

Further to the press release 28 June last, UnipolSai Assicurazioni S.p.A. (“UnipolSai” or the “Company”) hereby announces that, following IVASS (the Italian Insurance Supervisory Authority) authorisation pursuant to and in accordance with Article 201, Legislative Decree No. 209 of 7 September 2005 and Article 23 of the IVASS Regulation no. 14/2008, the following documents relating to the cross-border merger by absorption of UnipolRe D.A.C. into UnipolSai (the “Cross-Border Merger” or the “Merger”) has been made available to the public at the registered office today, pursuant to Article 70, paragraph 7, lett. a) of Consob Regulation No. 11971/99:

1. Common draft terms of Cross-Border Merger approved by the Board of Directors of the companies participating in the Merger (the “Common Draft Terms”).
2. Report of the board of directors of UnipolSai and Report of the board of directors of UnipolRe D.A.C. in relation to the Cross-border Merger.
3. Balance sheets of the last three years of the companies participating in the Merger.

The documents has been published on the Company’s website under the section governance/extraordinary-transactions/merger-plans, as well as on the authorised storage mechanism eMarket Storage managed by Teleborsa S.r.l. (www.emarketstorage.com).

The same documents will be available during the thirty days period prior to the merger resolution and until the merger resolution is adopted the shareholders have the right to access the documents and obtain copy of them.

The Common Draft Terms have been filed for registration with the Companies’ Register held by the Chamber of Commerce of Bologna on 9 August 2023 (the “Filing Date”) and with the Irish Companies’ Registration Office.

Since it is a merger made in simplified form, the Cross-Border Merger will be approved by the Board of Directors of the Company with decision recorded by public instrument, in accordance with the provisions of Article 2365, Paragraph 2 of the Italian Civil Code and Article 17 of the Articles of Association of UnipolSai, without prejudice to the right granted to shareholders pursuant to Article 2505, paragraph 3, of the Italian Civil Code.

Therefore, UnipolSai shareholders representing at least five per cent of the share capital may request within eight days from the Filing Date, and therefore no later than 17 August 2023, the decision to approve the Merger to be adopted by the Extraordinary Shareholders' Meeting, pursuant to Article 2505, Paragraph 3 of the Italian Civil Code. This request should be addressed to UnipolSai, by certified e-mail to azionistiunipolsai@pec.unipol.it, together with certification proving ownership of the shares.

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 direct income amounting to €13.6bn, of which €8.3bn in Non-Life Business and €5.3bn in Life Business (2022 figures). The company has the largest agency network in Italy, with more than 2,300 insurance agencies spread across the country. UnipolSai is also active in direct MV insurance (Linear Assicurazioni), transport and aviation insurance (Siat), health insurance (UniSalute) and supplementary pensions and covers the bancassurance channel (Arca Vita and Arca Assicurazioni). It also manages significant diversified assets in the property, 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*Media Relations*

Fernando Vacarini
T. +39 051 5077705
pressooffice@unipol.it

Investor Relations

Adriano Donati
T. +39 051 5077933
investor.relations@unipol.it

Barabino & Partners

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| Massimiliano Parboni | Giovanni Vantaggi |
| T. +39 335 8304078 | T. +39 328 8317379 |
| m.parboni@barabino.it | g.vantaggi@barabino.it |

Fine Comunicato n.0230-73

Numero di Pagine: 4