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Societa' : UNIPOL

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Utenza - Referente : UNIPOLN08 - Nardi

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Oggetto : Gruppo Unipol: notice of Extraordinary  
Shareholders' Meeting

*Testo del comunicato*

We transmit the English translation of the full version of the notice of Extraordinary Shareholders' Meeting called on 21 October 2024

## NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING

An extraordinary Shareholders' Meeting of Unipol Gruppo S.p.A. is called, as a single call, for 21 October 2024, at 3:30 p.m., at the Convention Center Villa Cicogna, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), to consider and resolve on the following

### AGENDA

- 1. Approval of the plan of the merger by incorporation into Unipol Gruppo S.p.A. of UnipolSai Assicurazioni S.p.A., Unipol Finance S.r.l., UnipolPart I S.p.A. and Unipol Investment S.p.A., and subsequent amendments to the by-laws, including those related to the share capital increase servicing the merger. Consequent and related resolutions.**

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### Attendance and representation at Shareholders' Meeting

Anyone who holds voting rights at the close of business on 10 October 2024 (record date) and for whom the Company has received the notification from the authorised intermediary shall be entitled to attend the Shareholders' Meeting and exercise their voting rights.

Anyone who only comes into ownership of the shares after 10 October 2024 shall not have the right to attend or vote at the Shareholders' Meeting.

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

The holder of voting rights may be represented at the Shareholders' Meeting by means of a proxy conferred in writing or by means of an electronically signed document, pursuant to the applicable provisions of law. For this purpose, it is possible to use the proxy form that will be available on the Company's website [www.unipol.it](http://www.unipol.it) section *Governance/Shareholder Meetings/2024/Extraordinary Shareholders' Meeting of 21 October 2024*. If, due to technical reasons, the proxy form cannot be made available electronically, it will be transmitted upon simple request, to be made by telephone at +39 055 5095308. For the granting and notification of the proxy, also by electronic means, the instructions on the form shall be followed.

The Company has identified Computershare S.p.A., with offices in Turin, Via Nizza 262/73, as the Designated Representative pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 (the "Designated Representative" and the "Consolidated Law on Finance"), to whom holders of voting rights may grant proxy with voting instructions on the proposal on the agenda. The proxy to the Designated Representative must be conferred by 17 October 2024, following the instructions and by means of the specific proxy form that will be available through the Company's website [www.unipol.it](http://www.unipol.it) section *Governance /Shareholders' Meetings/2024/Extraordinary Shareholders' Meeting of 21 October 2024*, where the methods that interested parties may use to notify the proxy electronically as well as to revoke, within the aforementioned deadline, the proxy and the voting instructions conferred are also indicated; the proxy is effective only for the proposals in relation to which voting instructions are conferred. For any clarification or request for information, Shareholders may contact the Designated Representative at +39 011 0923200 or at the e-mail address [sedeto@computershare.it](mailto:sedeto@computershare.it).

Shareholders holding shares on deposit with the Company may participate in the Shareholders' Meeting by sending a notice electronically to the certified e-mail address [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) or by fax to +39 051 7096713, or by telephone to +39 055 5095308.

Shareholders are reminded that no postal or electronic voting procedures are envisaged for this Shareholders' Meeting.

The Company reserves the right to supplement and/or amend the content of the notice of call of the Shareholders' Meeting in the event that, at least 30 days prior to the meeting, it is required in connection with changes in the applicable laws and regulations and/or the competent Authorities' decisions, that would make possible, necessary or advisable to revise and/or update the meeting's modalities. Any such changes and/or integrations shall be promptly announced in the same manner as the publication of the notice of meeting.

### Questions on the items on the agenda

Pursuant to Article 127-ter of the Consolidated Law on Finance, anyone with voting rights may submit questions on the items on the agenda even prior to the Shareholders' Meeting, by sending a registered letter to Unipol Gruppo S.p.A. – Segreteria Societaria – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by fax to +39 051 7096713, or by e-mail sent to the certified e-mail address: [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it) or by filling the specific form that will be available on the website [www.unipol.it](http://www.unipol.it) under section *Governance/Shareholders' Meetings/2024/Extraordinary Shareholders' Meeting of 21 October 2024*. The questions shall be received by the record date, i.e. by 10 October 2024.

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

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

Questions received before the Shareholders' Meeting will be answered at the latest on 19 October by means of publication on the Company's website, with the option for the Company to provide a single answer to questions with similar content.

### Additions to the agenda and submission of proposals

Pursuant to Article 126-bis of the Consolidated Law on Finance, Shareholders who, also jointly, represent one fortieth of the share capital may, within ten days from publication of this notice calling the meeting, therefore by 26 February 2024, request the addition of items to the agenda, specifying the additional items proposed in their request, or submit resolution proposals on items already on the agenda (it being understood, in this respect, that the person entitled to vote may in any case submit resolution proposals individually to the Shareholders' Meeting). No additions shall be permitted for topics on which the Shareholders' Meeting will decide, in accordance with the law, upon proposal by the Directors or on the basis of a project or report it has prepared, other Than those described under Article 125-ter, paragraph 1, of the Consolidated Law on Finance.

Requests shall be made in writing with a registered letter with notice of receipt sent to Unipol Gruppo S.p.A. – Segreteria Societaria – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or to the certified e-mail address: [segreteria generale@pec.unipol.it](mailto:segreteria generale@pec.unipol.it).

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

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

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

### Information on the share capital and voting rights

As of the date hereof, the share capital of Unipol Gruppo is equal to Euro 3,365,292,408.03, divided into 717,473,508 ordinary shares without indication of nominal value. As of the same date, 716,544,830 shares have voting rights, excluding treasury shares and those held by subsidiaries.

Each share has the right to one vote. In accordance with Article 127-quinquies of the Consolidated Law on Finance and Article 6 of the articles of association however, two votes are allocated to each share which has belonged to the same shareholder for a continuous period of not less than twenty-four months starting from the date of registration on the Special List set up specifically for that purpose and held and updated by the Company as provided for under the Company's articles of association (known as "shares with increased voting rights").

Pursuant to Article 85-bis, paragraph 4, of Consob Regulation No. 11971/1999 (the “**Issuers’ Regulation**”), Unipol shall notify the public and Consob, by the day following the record date, of the total amount of voting rights, with an indication of the number of shares comprising the capital.

For further information, please refer to the Company’s internet website in the special section dedicated to shares with increased voting rights, available at <https://www.unipol.it/it/investors/azionariato/voto-maggiorato>, where, in accordance with the provisions of Article 143-*quater* of the Issuers’ Regulation, the identifying data of the Shareholders who requested the registration on the Special List are also published, indicating the respective shareholdings that exceed the threshold indicated in Article 120, paragraph 2, of the Consolidated Law on Finance.

### **Right of withdrawal**

With regard to the proposed merger into Unipol Gruppo S.p.A. of UnipolSai Assicurazioni S.p.A., Unipol Finance S.r.l., UnipolPart I S.p.A. and Unipol Investment S.p.A, it should be noted that, since the merger will result in a significant change in the corporate purpose of Unipol Gruppo, the shareholders of the latter who did not take part in the resolutions will have the right of withdrawal pursuant to Article 2437, paragraph 1, lett. a) of the Italian civil code.

Eligible Shareholders will be able to exercise their right of withdrawal within 15 days from the date on which the resolution of the Extraordinary Shareholders’ Meeting of Unipol Group on the merger is recorded in the Companies Register; that date will be announced by means of a notice published within the terms and according to the procedures prescribed by law.

It is hereby made known that the liquidation value of the shares subject to withdrawal, calculated in accordance with the provisions of Article 2437-*ter*, paragraph 3, of the Italian civil code with reference to the arithmetic average of the closing prices recorded on the Stock Exchange in the six months prior to the date of publication of this notice of call, has been determined in Euro 5.27.

The information documentation relating to the conditions for the exercise of the right of withdrawal will be made available in the manner and within the time limits set forth by current regulations.

The effectiveness of the right of withdrawal is subject to the completion of the merger as well as to the circumstance that the total disbursement that Unipol Gruppo would be required to pay in case of exercise of the right of withdrawal does not exceed Euro 100 million, unless this condition is waived.

### **Documentation and further information**

Further information and detailed instructions on the rights that may be exercised by Shareholders and on how to grant proxies are available on the Company website [www.unipol.it](http://www.unipol.it) under the section *Governance/Shareholders’ Meetings/2024/Extraordinary Shareholders’ Meeting of 21 October 2024*.

The documentation relating to the items on the sole item on the agenda - including the illustrative report of the Board of Directors and the related resolution proposals, the merger plan, and the additional documentation required by Article 2501-septies of the Italian Civil Code - will be made available to the public at the Company’s registered office and published on the Company’s website, as well as on the authorised *eMarket Storage* site ([www.emarketstorage.com](http://www.emarketstorage.com)), pursuant to and within the terms of the law; it will be transmitted to those who will request it.

The Shareholders may obtain copies of said documentation.

Bologna, 16 February 2024

The Chairman of the Board of Directors

*Carlo Cimbrì*

