

Informazione Regolamentata n. 0265-12-2024	Data/Ora Inizio Diffusione 16 Febbraio 2024 13:50:27	Euronext Milan
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Societa' : UNIPOL

Identificativo Informazione
Regolamentata : 186339

Utenza - Referente : UNIPOLN10 - Nardi

Tipologia : 3.1

Data/Ora Ricezione : 16 Febbraio 2024 13:50:27

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Oggetto : Gruppo Unipol: Excerpt of Notice of
Extraordinary Shareholders' Meeting

Testo del comunicato

We transmit the English translation of the Excerpt of Notice of Extraordinary Shareholders' Meeting which will be published on the 17 February 2024 on the newspaper "Il Sole 24 Ore"



Unipol Gruppo S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Share Capital € 3,365,292,408.03 fully paid-up - Tax Identification Number and Bologna Companies' Register Number 00284160371
Parent Company of the Unipol Insurance Group entered on the Register of holding companies under number 046

EXCERPT OF NOTICE CALLING THE EXTRAORDINARY SHAREHOLDERS' MEETING (pursuant to article 125-bis, paragraph 1, of Legislative Decree no. 58/1998)

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

- 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' Meetings

Anyone who holds voting rights at the close of business on 10 October 2024 (*record date*) and for whom the Company has received 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.

The holder of voting rights may be represented at the Shareholders' Meeting by proxy granted in accordance with the law, using the form that will be available on the Company's website (www.unipol.it) under the section *Governance/Shareholders' Meetings/2024/Extraordinary Shareholders' Meeting of 21 October 2024*.

The Company has identified Computershare S.p.A. as the Designated Representative to which proxies may be granted with voting instructions. The form to be used to grant proxy to this appointed Designated Representative will be available on the above website of the Company and sent to any requesting parties that call +39 011 0923200.

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 or by fax to +39 051 7096713,

or by telephone to +39 055 5095308.

Shareholders are reminded that there will be no voting by correspondence or by electronic means 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.

Documentation and Information

The full notice calling the Shareholders' Meeting, available on the Company's website (www.unipol.it, section *Governance/Shareholders' Meetings/2024/Extraordinary Shareholders' Meeting of 21 October 2024*), contains all the information and detailed instructions on the rights that may be exercised by shareholders regarding attendance and representation at Shareholders' Meetings, the right to submit questions and any additions to the agenda and to submit proposals on items already on the agenda of the Shareholders' Meeting, the right of withdrawal and the information on the share capital and the voting rights.

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), 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

