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Societa' : UNIPOL

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Utenza - Referente : UNIPOLN10 - Nardi

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with CONSOB

Testo del comunicato

Vedi allegato

THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS NOTICE IS NOT PERMITTED IN ANY COUNTRY WHERE SUCH NOTICE WOULD VIOLATE THE RELEVANT APPLICABLE REGULATION

VOLUNTARY TENDER OFFER FOR ALL THE ORDINARY SHARES OF UNIPOLSAI ASSICURAZIONI S.P.A. LAUNCHED BY UNIPOL GRUPPO S.P.A.

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Press release pursuant to Article 102, paragraph 3, of Legislative Decree no.58 of 24 February 1998, as subsequently amended and supplemented (the “Consolidated Financial Act” or “CFA”) and Article 37-ter of the Regulation issued by CONSOB with Resolution no.11971 of 14 May 1999, as subsequently amended and supplemented (“Issuers’ Regulation”).

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OFFER DOCUMENT FILED WITH CONSOB

Bologna, 29 February 2024

Pursuant to and for the purposes of Article 102, paragraph 3 of the CFA and Article 37-ter of the Issuers’ Regulations, Unipol Gruppo S.p.A. (“Unipol” or the “Offeror”) hereby announces that on the date hereof it has filed with the *Commissione Nazionale per le Società e la Borsa* (“CONSOB”) the offer document (the “Offer Document”), intended for publication, related to the voluntary tender offer under Articles 102 et seq. of the CFA (the “Offer”) launched by Unipol on the ordinary shares (the “Shares”) of UnipolSai Assicurazioni S.p.A. (“UnipolSai” or the “Issuer”), a company with shares listed on the Euronext Milan, organized and managed by Borsa Italiana S.p.A.

The Offer is launched for all of the Shares (a) excluding the Shares held, directly and indirectly, by Unipol, and the treasury Shares held, directly or indirectly, by UnipolSai, and (b) including the Shares which will be granted to the executive personnel – before the end of the tender period of the Offer - under the existing “financial instrument”-based compensation plans (the “Additional Shares”).

At the date hereof, the Offer concerns a maximum of 417,386,600 Shares, representing 14.750% of the share capital of UnipolSai.

The number of Shares subject to the Offer may, therefore, vary as a result of purchases of Shares made by the Offeror (and/or the persons acting in concert with the Offeror) outside of the Offer and the allotment of Additional Shares.

Unipol will pay a consideration equal to Euro 2.700 (including dividend, i.e. including coupons relating to any dividends distributed by UnipolSai) for each Share tendered to the Offer.

The maximum disbursement (i) will be equal to Euro 1,126,943,820.00 if all the Shares subject to the Offer (excluding the Additional Shares) are tendered to the Offer, or (ii) will be equal to Euro 1,130,741,920.80 if all the Shares subject to the Offer (including the Additional Shares) are tendered to the Offer. Please note that the maximum disbursement may be reduced depending on the number

of Shares subject of the Offer eventually acquired by the Offeror outside the Offer and/or by the persons acting in concert with the Offeror.

The Offer Document will be published upon conclusion of CONSOB's review carried out pursuant to Article 102, paragraph 4, of the CFA.

Pending publication of the Offer Document, unless otherwise specifically stated, please refer to the Offeror's notice issued pursuant to Article 102, paragraph 1, of the CFA, and Article 37 of the Issuers' Regulation and published on the Offeror's website (www.unipol.it) and the Issuers' website (www.unipolsai.com), which indicates the legal basis, terms and key elements of the Offer.

The Offer is launched in Italy, since the Shares are listed on Euronext Milan, organised and managed by Borsa Italiana S.p.A., and it is addressed, without discrimination and on equal terms, to all shareholders of the Issuer.

*As of the date of this press release, the Offer is not promoted or disclosed, directly or indirectly, in the United States of America, Australia, Canada, Japan or in any other Country in which the Offer is not permitted in the absence of authorisation by the competent local authorities or is in breach of rules or regulations (the "**Other Countries**"), nor by using any means of communication or international commerce (including, without limitation, the postal network, fax, telex, e-mail, telephone and internet) of the United States of America, Australia, Canada, Japan or of the Other Countries or any facility of any kind of the financial intermediaries of the United States of America, Australia, Canada, Japan or the Other Countries, or in any other manner.*

Copy of this press release, or any part thereof, as well as a copy of any document relating to the Offer (including the Offer Document), are not and shall not be sent, nor in any way transmitted, or in any way distributed, directly or indirectly, in the United States of America, in Australia, in Canada, in Japan or in the Other Countries. No person receiving the above documents shall distribute, send or dispatch them (either by post or by any other means or instrument of communication or international commerce) in the United States of America, Australia, Canada, Japan or the Other Countries.

*This press release is accessible in or from the United Kingdom only: (i) by persons who have professional investment experience falling within Section 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as subsequently amended (the "**Order**") or (ii) by high net worth companies and other persons to whom the press release may lawfully be transmitted to, as they fall within Section 49(2), subparagraphs (a) through (d), of the Order (all such persons are jointly referred to as "**Relevant Persons**"). The financial instruments referred to in this press release are available only to the Relevant Persons (and any invitation, offer, agreement to subscribe, purchase or otherwise acquire such financial instruments shall be addressed only to such Relevant Persons). Any person who is not a Relevant Person should not act or rely on this document or its contents.*

This press release, as well as any other document relating to the Offer (including the Offer Document) do not constitute and shall not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the United States of America, Canada, Japan, Australia or in the Other Countries. No instrument may be offered or sold in the United States of America, Australia, Canada,

Japan or in the Other Countries without specific authorisation in accordance with the applicable provisions of the local laws of such Countries or of the Other Countries or waiver of such provisions.

Acceptance to the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided for by laws or regulations. It is the sole responsibility of the addressees of the Offer to comply with such provisions and, therefore, before accepting the Offer, to verify their existence and applicability by contacting their consultants. Any acceptance of the Offer resulting from solicitation activities carried out in breach of the above limitations shall not be accepted.

Unipol Gruppo

Unipol is one of the biggest insurance groups in Europe and the leading company in Italy in the non-life insurance sector, (especially in the MV and health businesses), with total premiums of €15.1bn, of which €8.7bn in non-life and €6.4bn in life (2023 figures). Unipol adopts an integrated offer strategy and covers the entire range of insurance products, operating primarily through the subsidiary UnipolSai Assicurazioni. The Group 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 (Santagostino) and agricultural (Tenute del Cerro) sectors. Unipol Gruppo S.p.A. is listed on the Italian Stock Exchange.

Unipol Gruppo

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