

Informazione Regolamentata n. 0230-54-2024	Data/Ora Inizio Diffusione 13 Marzo 2024 07:29:36	Euronext Milan
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Societa' : UNIPOLSAI

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Oggetto : UnipolSai Assicurazioni: notice of ordinary and  
extraordinary Shareholders' Meeting

*Testo del comunicato*

It transmits the English translation of the notice published in Italian language in summary form today in the daily newspaper "Il Sole 24 Ore". It is also transmitted together with the full version of the notice.



## UnipolSai Assicurazioni S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Share Capital € 2,031,456,338.00 fully paid-up

Tax Identification Number and Bologna Companies' Register Number 00818570012 - Company entered in the Register of Insurance Companies under number 1.00006  
Subject to the management and coordination of Unipol Gruppo S.p.A. and member of the Unipol Insurance Group entered under Number 046 of the Register of holding companies

### EXCERPT OF NOTICE CALLING THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING (pursuant to article 125-bis, paragraph 1, Legislative Decree 58/1998)

## NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

A combined ordinary and extraordinary session of the Shareholders' Meeting of UnipolSai Assicurazioni S.p.A. is called, as a single call, for 23 April 2024, at 10.30 a.m. at the corporate headquarters of Porta Europa, in Bologna, Via Stalingrado 37, to decide on the following

### AGENDA

#### In the Ordinary Session

##### 1. 2023 Financial Statements.

- Approval of the financial statements as at 31 December 2023; Directors' report; Report by the board of statutory auditors and independent audit report. Consequent and related resolutions.
- Allocation of the profits for the 2023 financial year and dividend distribution. Consequent and related resolutions.

##### 2. Appointment and remuneration of the Board of Statutory Auditors and its Chairperson for financial years 2024, 2025 and 2026; determination of the remuneration due to Statutory Auditors.

- Appointment of the Board of Statutory Auditors and its Chairperson for financial years 2024, 2025 and 2026. Consequent and related resolutions.
- Setting the remuneration of the Board of Statutory Auditors for financial years 2024, 2025 and 2026. Consequent and related resolutions.

##### 3. Report on the Remuneration Policy and the Payments Made. Consequent and Related Resolutions.

- Approval of the first section of the report on the remuneration policy and the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree no. 58/1998 (Consolidated Law on Finance) and articles 41 and 59 of the Institute for the Supervision of Insurance "IVASS" Regulation no. 38/2018.
- Resolution on the second section of the report on the remuneration policy and the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree no. 58/1998 (Consolidated Law on Finance).

##### 4. Acquisition and Arrangements for Treasury Shares and Shares of the Parent Company. Consequent and Related Resolutions.

#### In the Extraordinary Session

##### 1. Amendments to the Articles of Association. Consequent and Related Resolutions.

- Amendment to article 6 ("Capital Measurement") in order to update the equity elements of the non-life and life operations in accordance with article 5 of the Supervisory Body for Private Insurance ("ISVAP") Regulation no. 17 of 11 March 2008.

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#### Attendance and Representation at Shareholders' Meetings

Anyone who holds voting rights at the close of business on 12 April 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 12 April 2024 shall not have the right to attend or vote at the Shareholders' Meeting.

As permitted under article 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently amended and ultimately extended by Law Decree no. 215 of 30 December 2023, converted with amendments into Law no. 18 of 23 February 2024, **eligible parties may only attend the Shareholders' Meeting, without entering the place where the meeting is held, by giving a proxy to the designated representative pursuant to article 135-undecies of Legislative Decree no. 58/1998** (the "Designated Representative" and the "Consolidated Law on Finance") using the mechanisms described herein.

The Company appointed Computershare S.p.A. with offices in Turin, Via Nizza 262/73, as the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance. The Designated Representative will be available for clarifications or information at +39 011 0923200 or at the email address [sedeto@computershare.it](mailto:sedeto@computershare.it).

Therefore, persons with voting rights who intend to take part in the Shareholders' Meeting must give the applicable proxy to the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance, with the voting instructions on the items on the agenda. The proxy must be given to the Designated Representative by the end of the 2nd trading day before the date of the Shareholders' Meeting, and therefore **by 19 April 2024**, following the required procedures and using the specific form that will be available on the company website ([www.unipolsai.com](http://www.unipolsai.com) section *Governance/Shareholders' Meetings/2024/Ordinary and Extraordinary Shareholders' Meeting of 23 April 2024*), which will also explain the mechanisms that can be used to give notice of the proxies electronically or to withdraw, within the above-mentioned deadline, any proxies or voting instructions previously given. The proxy given to the Designated Representative may be sent **by 12.00 p.m. on 22 April 2024** if the specific web application prepared and managed directly by Computershare S.p.A. is used and through which the proxy form and the voting instructions can be filled out following a guided procedure.

The proxy will only be valid if voting instructions are given.

Proxies and/or sub-proxies may also be given to said Designated Representative in accordance with article 135-novies of the Consolidated Law on Finance, as an exception to article 135-undecies, paragraph 4 of the Consolidated Law on Finance, using the form available on the company's website which must be submitted by **12.00 p.m. on 22 April 2024** to Computershare S.p.A.

Holders of shares deposited with the company may attend the Shareholders' Meeting exclusively through the Designated Representative, subject to communication sent to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) or by fax to +39 051 7096713, or by calling +39 055 5095308.

Shareholders are reminded that there will be no voting by correspondence or by electronic means for this Shareholders' Meeting.

#### Documentation and Information

The full notice calling the Shareholders' Meeting, available on the company website ([www.unipolsai.com](http://www.unipolsai.com), under the section *Governance/Shareholders' Meetings/2024/Ordinary and Extraordinary Shareholders' Meeting 23 April 2024*), contains all the information and detailed instructions on the rights that may be exercised by shareholders regarding the submission of lists for appointment of the Board of Statutory Auditors, attendance and representation at the Shareholders' Meeting, the right to submit questions and any additions to the agenda and to submit proposals on items that were already on the agenda of the Shareholders' Meeting.

The reports and proposed resolutions on items on the agenda will be made available to the public at the registered office and published on the aforementioned company website, and on the website of the authorised storage mechanism *eMarket Storage* ([www.emarketstorage.com](http://www.emarketstorage.com)) in accordance with the law; they will be sent to anyone who requests them.

The following will be available to the public:

- from today's date, the directors' reports with the proposed resolutions on item 2 of the agenda for the ordinary session;
- by 24 March 2024, the directors' reports with the proposed resolutions on item 1 and 4 of the agenda for the ordinary session and on the only item on the agenda for the extraordinary session;
- by 1° April 2024, (i) the annual report and other documents pursuant to Article 154-ter, paragraph 1 of the Consolidated Law on Finance, (ii) the annual report on corporate governance and ownership structure and (iii) the directors' report with the proposed resolutions regarding item 3 on the agenda for the ordinary session;
- by 2 April 2024, any lists of candidates for the appointment of the Board of Statutory Auditors.

On 8 April 2024, the financial statements of the subsidiaries and associated companies shall also be made available at the registered office.

Shareholders may obtain copies of said documentation.

Bologna, 13 March 2024

The Chairperson of the Board of Directors  
Carlo Cimbrì

## NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

A combined ordinary and extraordinary session of the Shareholders' Meeting of UnipolSai Assicurazioni S.p.A. ("UnipolSai") is called, as a single call, for 23 April 2024, at 10.30 a.m. at the corporate headquarters of Porta Europa, in Bologna, Via Stalingrado 37, to decide on the following

### AGENDA

#### In the Ordinary Session

##### 1. 2023 Financial Statements.

- a) Approval of the financial statements as at 31 December 2023; Directors' report; Report by the board of statutory auditors and independent audit report. Consequent and related resolutions.
- b) Allocation of the profits for the 2023 financial year and dividend distribution. Consequent and related resolutions.

##### 2. Appointment and remuneration of the Board of Statutory Auditors and its Chairperson for financial years 2024, 2025 and 2026; determination of the remuneration due to Statutory Auditors.

- a) Appointment of the Board of Statutory Auditors and its Chairperson for financial years 2024, 2025 and 2026. Consequent and related resolutions.
- b) Setting the remuneration of the Board of Statutory Auditors for financial years 2024, 2025 and 2026. Consequent and related resolutions.

##### 3. Report on the Remuneration Policy and the Payments Made. Consequent and Related Resolutions.

- a) Approval of the first section of the report on the remuneration policy and the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree no. 58/1998 (Consolidated Law on Finance) and articles 41 and 59 of the Institute for the Supervision of Insurance "IVASS" Regulation no. 38/2018.
- b) Resolution on the second section of the report on the remuneration policy and the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree no. 58/1998 (Consolidated Law on Finance).

##### 4. Acquisition and Arrangements for Treasury Shares and Shares of the Parent Company. Consequent and Related Resolutions.

#### In the Extraordinary Session

##### 1. Amendments to the Articles of Association. Consequent and Related Resolutions.

- a) Amendment to article 6 ("Capital Measurement") in order to update the equity elements of the non-life and life operations in accordance with article 5 of the Supervisory Body for Private Insurance ("ISVAP") Regulation no. 17 of 11 March 2008.

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#### **Attendance and Representation at Shareholders' Meetings**

Anyone who holds voting rights at the close of business on 12 April 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 12 April 2024 shall not have the right to attend or vote at the Shareholders' Meeting.

As permitted under article 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently amended and ultimately extended by Law Decree no. 215 of 30 December 2023,

converted with amendments into Law no. 18 of 23 February 2024, **eligible parties may only attend the Shareholders' Meeting, without entering the place where the meeting is held, by giving a proxy to the designated representative pursuant to article 135-undecies of Legislative Decree no. 58/1998** (the "Designated Representative" and the "Consolidated Law on Finance") using the mechanisms described herein.

The company appointed Computershare S.p.A. with offices in Turin, Via Nizza 262/73, as the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance. The Designated Representative will be available for clarifications or information at +39 011 0923200 or at the email address [sedeto@computershare.it](mailto:sedeto@computershare.it).

Attendance at the Shareholders' Meeting by members of the corporate bodies, the secretary and the Designated Representative, and any other parties authorised for this by the chairperson of the board of directors, may also, or exclusively, be carried out through means of video/telecommunication, with mechanisms that the chairperson will define and communicate to each of the above-mentioned parties in accordance with applicable laws in that case.

With regard to the above, persons with voting rights who intend to take part in the Shareholders' Meeting must give the applicable proxy to the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance, with the voting instructions on the items on the agenda. The proxy must be given to the Designated Representative by the end of the 2nd trading day before the date of the Shareholders' Meeting, and therefore **by 19 April 2024**, following the required procedures and using the specific form that will be available on the company website [www.unipolsai.com](http://www.unipolsai.com) section *Governance/Shareholders' Meetings/2024/Ordinary and Extraordinary Shareholders' Meeting of 23 April 2024*, which will also explain the mechanisms that can be used to give notice of the proxies electronically or to withdraw, within the above-mentioned deadline, any proxies or voting instructions previously given. The proxy given to the Designated Representative may be sent **by 12.00 p.m. on 22 April 2024** if the specific web application prepared and managed directly by Computershare S.p.A. is used and through which the proxy form and the voting instructions can be filled out following a guided procedure.

The proxy will only be valid if voting instructions are given.

Proxies and/or sub-proxies may also be given to said Designated Representative in accordance with article 135-novies of the Consolidated Law on Finance, as an exception to article 135-undecies, paragraph 4 of the Consolidated Law on Finance, using the form available on the company's website which must be submitted by **12.00 p.m. on 22 April 2024** to Computershare S.p.A.

Holders of shares deposited with the company may attend the Shareholders' Meeting exclusively through the Designated Representative, subject to communication sent to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) or by fax to +39 051 7096713, or by calling +39 055 5095308.

Shareholders are reminded that there will be no voting by correspondence or by electronic means for this Shareholders' 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 UnipolSai Assicurazioni S.p.A. – Segreteria Societaria – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by fax to +39 051 7096713, or by email to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) or by filling out the specific form that will be available on the website [www.unipolsai.com](http://www.unipolsai.com) section *Governance/Shareholders' Meetings/2024/Ordinary and Extraordinary Shareholders' Meeting of 23 April 2024*. The questions must be received by the record date, i.e. by **12 April 2024**.

Consideration will only be given to questions that are strictly pertinent to the items on the agenda. Submitters must provide to the address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) their 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.

If a shareholder has requested notification of his/her right to attend the Shareholders' Meeting from his/her 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 by 21 April by 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 on matters already on the agenda pursuant to article 126-bis of the Consolidated Law on Finance**

Pursuant to article 126-bis of the Consolidated Law on Finance, shareholders who, including jointly, represent one fortieth of the share capital, may, within ten days from publication of this notice (and, therefore, **by 23 March 2024**) request other items to be added to the agenda, specifying the additional items proposed in the request, or submit resolution proposals on items already on the agenda. 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 prepared by them, besides those described under article 125-ter, paragraph 1, of the Consolidated Law on Finance.

Requests must be made in writing by registered letter with notice of receipt to UnipolSai Assicurazioni S.p.A. – Segreteria Societaria - Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by certified email to [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it).

Certification proving the ownership of shares held by the submitting shareholders as well as the shareholding required in order to request additions to the agenda must be provided in a specific notice issued by the intermediary, effective on the date of the request, addressed to [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@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 prevailing law.

Shareholders requesting additions to the agenda of the Shareholders' Meeting must 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 must be sent to the board of directors within the deadline for submitting the request to add items to the agenda.

#### **Right to Submit Proposed Resolutions individually prior to the Shareholders' Meeting**

In addition to the above, since the Shareholders' Meeting can only be attended via the Designated Representative, parties entitled to attend the Shareholders' Meeting who wish to make proposed resolutions on the items on the agenda are asked to make them beforehand, by **8 April 2024**. These proposals where pertinent, will be published on the company's website by the following 9 April so that the parties entitled to vote can express themselves, on an informed basis, also taking account of the new proposals, and allow the Designated Representative to gather any voting instructions relating to them. The requesting party will have to provide documentation proving his/her right to attend the Shareholders' Meeting and issue a proxy to the Designated Representative to attend the Shareholders' Meeting.

#### **Appointment of the Board of Statutory Auditors**

With respect to the appointment of the Board of Statutory Auditors, article 24 of the articles of association provides for a list voting mechanism which allows, as required under current law, a statutory member and an alternate member of the Board of Statutory Auditors to be elected from the minority list and the Chairperson of the Board to be a statutory member elected from the minority list.

Reference should be made to the articles of association and the directors' report for the Shareholders' Meeting for all matters not specified herein. Eligible parties must submit lists within the deadline and in accordance with the procedures and the limits set out in the aforementioned article 24 of the articles of association and Consob departmental decision no. 92 of 31 January 2024 which established the minimum shareholding percentage required to submit lists. The lists containing the names of the candidates must be filed at the registered office of the Company in Bologna, Via Stalingrado 45, or sent to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) at least twentyfive days before the date scheduled for the Shareholders' Meeting (and, therefore, by **29 March 2024**), by shareholders who, individually or jointly with other shareholders contributing to the submission of the same list, prove that they own a total of at least 1% of the share capital with voting rights at the ordinary session of the Shareholders' Meeting. Certification of this shareholding quota must be shown by specific notifications provided by the depository intermediaries of the shares, valid up to 29 March 2024, and sent to the certified email address [azionistiunipolsai@pec.unipol.it](mailto:azionistiunipolsai@pec.unipol.it) even after the lists have been filed and, in

any case, by 2 April 2024. If only one list has been submitted, or only lists submitted by interconnected shareholders pursuant to article 144-*quinquies* of Consob issuers' regulation by the deadline for filing the lists, additional lists may be submitted up to the third day following 29 March 2024 (and, therefore, by 1° April 2024); in this case, the threshold for presenting the list is reduced to 0.50% of the share capital with voting rights.

Shareholders submitting a "minority list" must also follow the guidelines issued by Consob in communication DEM/9017893 of 26 February 2009. In particular, shareholders wishing to submit a "minority list" must file, together with the list, a declaration certifying the absence of connection, even indirect, with the majority shareholder pursuant to article 144-*quinquies* of the Issuers' Regulation.

The new board of statutory auditors must be appointed in accordance with the regulation on gender equality according to current regulations and to the procedures envisaged by articles 24 and 33 of the articles of association.

### Information on the Share Capital and Voting Rights

As of today's date, the share capital of UnipolSai is € 2,031,456,338.00, divided into 2,829,717,372 ordinary shares with no nominal value. As at the same date, 2,829,537,741 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 7 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 (the "Special List") held and updated by the company, as provided for under the corporate articles of association (known as "shares with increased voting rights").

In accordance with article 85-*bis*, paragraph 4 of Consob Regulation no. 11971/1999 (the "Issuers' Regulation"), UnipolSai will notify the public and Consob, by the day following the record date, of the total amount of voting rights, indicating the number of shares comprising the share capital.

For further information please refer to the company's internet website in the section dedicated to shares with increased voting rights, available at <https://www.unipolsai.com/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 registration on the Special List is also published, indicating the respective shareholdings that exceed the threshold indicated by article 120, paragraph 2 of the Consolidated Law on Finance.

### Documentation and Further Information

Further information and detailed instructions on the rights that may be exercised by shareholders and on how to give proxies/sub-proxies and instructions to the Designated Representative can be found on the company website [www.unipolsai.com](http://www.unipolsai.com) section *Governance/Shareholders' Meetings/2024/Ordinary and Extraordinary Shareholders' Meeting of 23 April 2024*.

The reports and proposed resolutions on the items on the agenda will be made available to the public at the registered office and published on the aforementioned company website, and on the website of the authorised storage mechanism *eMarket Storage* ([www.emarketstorage.com](http://www.emarketstorage.com)) in accordance with the law; they will be sent to anyone who requests them.

The following will be available to the public:

- from today's date, the directors' reports with the proposed resolutions on item 2 of the agenda for the ordinary session;
- by 24 March 2024, the directors' reports with the proposed resolutions on item 1 and 4 of the agenda for the ordinary session and on the only item on the agenda for the extraordinary session;
- by 1° April 2024, (i) the annual report and other documents pursuant to Article 154-*ter*, paragraph 1 of the Consolidated Law on Finance, (ii) the annual report on corporate governance and ownership structure and (iii) the directors' report with the proposed resolutions regarding item 3 on the agenda for the ordinary session;

- by 2 April 2024, any lists of candidates for the appointment of the board of statutory auditors.

On 8 April 2024, the financial statements of the subsidiaries and associated companies shall also be made available at the registered office.

Shareholders may obtain copies of said documentation.

Bologna, 13 March 2024

The Chairperson of the Board of Directors

*Carlo Cimbri*

Fine Comunicato n.0230-54-2024

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