

Informazione Regolamentata n. 0230-75-2024	Data/Ora Inizio Diffusione 3 Aprile 2024 21:12:11	Euronext Milan
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Societa' : UNIPOLSAI

Identificativo Informazione  
Regolamentata : 188515

Utenza - Referente : UNIPOLSAIN10 - Nardi

Tipologia : 3.1

Data/Ora Ricezione : 3 Aprile 2024 21:12:11

Data/Ora Inizio Diffusione : 3 Aprile 2024 21:12:11

Oggetto : Press release UnipolSai - Approval of the Issuer's  
Statement

*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.**

## **PRESS RELEASE**

### **Approval of the Issuer's Statement**

Bologna, 3 April 2024 – On the date hereof the Board of Directors of UnipolSai Assicurazioni S.p.A. (the “**Issuer**” or “**UnipolSai**”) approved the statement (the “**Issuer's Statement**”) pursuant to Article 103, paragraph 3, of Legislative Decree no. 58 of February 24, 1998, as subsequently amended (the “**TUF**”) and Article 39 of the Regulation adopted by Consob with resolution no. 11971 of May 14, 1999, as subsequently amended (the “**Issuers' Regulation**”), containing its assessment on the voluntary tender offer promoted pursuant to Article 102, paragraph 1 of the TUF by Unipol Gruppo S.p.A. (the “**Offeror**”) on all the ordinary shares of UnipolSai, other than those already held, directly and indirectly, by the Offeror and the treasury shares held, directly and indirectly, by UnipolSai (the “**Offer**”).

To issue the Issuer's Statement, the Board of Directors reviewed and took into consideration, among other things, (i) the opinion issued on the date hereof by the independent directors pursuant to Article 39-bis of the Issuers' Regulation, to which the fairness opinion issued by Rothschild & Co. Italia S.p.A., as financial advisor appointed by the independent directors for the purpose of their assessment, has been attached (the “**Independent Directors' Opinion**”), as well as (ii) the fairness opinion issued by Mediobanca – Banca di Credito Finanziario S.p.A., as financial advisor appointed by the Board of Directors (the “**Fairness Opinion**”).

The Board of Directors, also in light of the contents of the Fairness Opinion and the Independent Directors' Opinion, upon unanimous favourable vote of the Directors who voted at the meeting, deemed fair, from a financial point of view, the consideration equal to Euro 2.700 (*cum* dividend) per each Issuer's share that will be tendered in the Offer.

For the details and the observations expressed by the Board of Directors, please refer to the Issuer's Statement, which will be attached to the offer document relating to the Offer, together with the Independent Directors' Opinion and the Fairness Opinion. All such documents will be published by the Offeror in compliance with applicable law.

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*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.*

### UnipolSai Assicurazioni

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 €15.1bn, of which €8.7bn in Non-Life Business and €6.4bn in Life Business (2023 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 (Centro Medico Santagostino) 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

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