

FORM NO. _____

ACCEPTANCE FORM**FOR THE VOLUNTARY TOTALITARIAN TENDER OFFER**

pursuant to art. 102 and following of Italian Legislative Decree no. 58, 1998, as subsequently amended and supplemented (the “Offer”),

promoted by Unipol Gruppo S.p.A. (the “Offeror”)

on a maximum no. 418,788,217 UnipolSai Assicurazioni S.p.A. ordinary shares (the “Issuer”), in addition to a maximum of no. 4,622 UnipolSai Assicurazioni S.p.A. ordinary shares possibly assigned within the context of remuneration plans based on performance share financial instruments.

<p>Esteemed Appointed Intermediary _____</p> <p>The undersigned (<i>name, last name or company name</i>) _____ born in _____ on _____ tax code / VAT No. _____ citizenship / nationality _____ resident / with registered office in _____ province _____ Street _____ postcode _____ holder of no. _____ ordinary shares of the Issuer (the “Shares”), with no indication of face value, with regular entitlement rights and freely transferable, of which the subscriber guarantees the legitimate and full ownership and availability, as well as the absence of real restrictions of any kind and nature, mandatory and / or personal; having acknowledged that the capitalized terms not otherwise defined in this subscription form (the “Acceptance Form”) have the same meaning attributed to them in the offer document prepared for the purposes of the Offer (the “Offer Document”)</p>	
DECLARES	<p>that I have read all the conditions, terms and methods of this Offer as per the Offer Document prepared for the purposes of the Offer and available to the public for consultation at the registered office of the Issuer (at Via Stalingrado no. 45, Bologna), the registered office of the Offeror (at Via Stalingrado no. 45, Bologna), at the headquarters of the Intermediary in Charge of Coordinating the Collection of Acceptances and the Appointed Intermediaries as indicated in the Offer Document, and also available on the <i>website</i> of the Offeror (www.unipol.it), of the Issuer (www.unipolsai.com) and <i>Global Information Agent</i> (www.morrowsodali-transactions.com).</p>
SUBSCRIBES	<p>irrevocably to this Offer for no. _____ Shares that:</p> <p><input type="checkbox"/> have already been deposited with you in securities deposit no. _____ in the name of: _____;</p> <p><input type="checkbox"/> will be entered in the aforementioned deposit following the stock exchange liquidation;</p> <p><input type="checkbox"/> are filed with you, at the same time as the subscription of this Acceptance Form;</p> <p><input type="checkbox"/> will be transferred / deposited to you, in due time, by assignment expressly accepted at the bottom of this form, by the Custodian Intermediary of the Shares that are the object of this Acceptance Form.</p>
AUTHORISES:	<p>the placing of the Shares indicated above in temporary deposit with you for the purposes of this Offer, where envisaged.</p>
ALLOWS	<p>as of now, the transfer to the Offeror of the Shares entered in the aforementioned transitional deposit, where envisaged, giving you an irrevocable mandate to execute or have executed in the name and on behalf of the undersigned Subscriber, all the formalities required for the transfer of the Shares to the Offeror, all against payment of the Offer Consideration as better specified in the Offer Document.</p>
DECLARES	<p>to accept as of now the reversal of the transaction if irregularities are found in the data contained in this Acceptance Form, following the checks and controls subsequent to the delivery of the Shares that are the object of this Acceptance Form.</p>
ACKNOWLEDGES	<ol style="list-style-type: none"> that its subscription of the Offer is irrevocable, without prejudice to the provisions of art. 44, paragraph 7, of the Issuers' Regulation, which expressly provides for the possible revocation of acceptances following the publication of a competing offer or a relaunch; that the Acceptance Period began at 8:30 (Italian time) on 8 April 2024 and will end at 17:30 (Italian time) on 26 April 2024, inclusive, unless extended; that the subscription can also be made via a Custodian Intermediary, which must send the subscription to an Appointed Intermediary; that the risk that the Custodian Intermediaries do not deliver this Acceptance Form and, if it is the case, do not deposit the Shares offered in acceptance of the Offer with the Appointed Intermediary by the last valid day of the Period of Acceptance remains the sole responsibility of the Subscribers, as well as the risk that the Appointed Intermediaries or Custodian Intermediaries do not transfer the Consideration to the entitled parties, or delay the transfer; that the Offeror will pay each Subscriber to the Offer a cash Consideration equal to Euro 2.700 (<i>cum dividend</i>, i.e. inclusive of the coupons relating to any dividends paid by the Issuer), all as better described in Paragraphs A.3 and E.1 of the Offer Document and according to the procedures indicated in Section F of the Offer Document; that in the Offer Document it is envisaged that the payment of the Consideration will be made, except for extensions or amendments to the Offer, in the terms and in the manner disclosed in accordance with the current legal provisions, in cash on the Payment Date. This payment is subject to the execution of the formalities required to transfer the Shares to the Offeror; that for the entire period in which the Shares will be bound to the Offer and, therefore, up to the Payment Date, the Subscribers to the Offer will be able to exercise their economic ownership rights (for example, option rights) and corporate rights (such as voting rights) related to the Shares, which will remain in the ownership of the same Subscribers; that the Consideration is net of stamp duty, as far as this is due, and the remuneration, commissions and expenses, all of which will be borne by the Offeror. The capital gains withholding tax, if due, will be borne by the Subscribers to the Offer.
AUTHORISES	<p>This Intermediary Appointed to settle / arrange the settlement:</p> <p><input type="checkbox"/> by crediting the current account no. _____ in the name of _____, at _____, IBAN _____;</p> <p><input type="checkbox"/> by non-transferable banker's draft made out to _____ to be sent to _____</p>



	the amount of Euro _____ representing the total Consideration due for the Shares tendered to the Offer (or the lower amount resulting from the distribution of the dividend as better described in Paragraphs A.3 and E.1 of the Offer Document)
DECLARES	<p>a) to be aware that the Offer is addressed on equal terms to all holders of the Shares and is promoted in Italy, as the Shares are traded on Euronext Milan, organized and managed by Borsa Italiana SpA;</p> <p>b) to be aware that the Offer has not been and will not be promoted or disseminated in the United States of America, Australia, Canada and Japan as well as in any other country in which this Offer is not permitted without authorisation from the competent authorities or other obligations by the Offeror (collectively, the “Other Countries”) (for further information, please refer to Introduction 4 and Section F, Paragraph F.4, of the Offer Document);</p> <p>c) to be located outside the Other Countries where the Offer is not permitted in the absence of specific authorisation from the competent authorities or other fulfillments by the Offeror, when this Acceptance Form is delivered or signed.</p>

Pursuant to Article 13 and 14 of Regulation (EU) 2016/679 (the "Regulation"), we hereby specify that the personal data provided at the time of subscription of this Acceptance Form will be processed by Unipol Group S.p.A., with legal office in Via Stalingrado no. 45, 40128 Bologna (www.unipol.it), which as data controller, will also be using IT and telematic procedures. The data will be collected and processed for purposes directly connected and/or instrumental to the Offer (by way of example, for the collection of acceptances, verification of their regularity, Allocation and assignment). Pursuant to Article 6 (1) (b) of the Regulation, the Offer acceptance application represents the legal basis that legitimises the processing detailed above. The personal data will also be processed to fulfil any legal obligations the Offeror is required to fulfil. We hereby specify that the conferral of personal data is required to execute your request and, therefore, the failure to provide them, even if partially, shall lead to the inadmissibility of the application. The data will be retained only for the period of time necessary to pursue the aforementioned purposes, after which they will be kept in compliance with the ordinary retention periods specified by the Italian Civil Code or by specific provisions of law, for administrative purposes and / or to assert or defend a right of the data controller.

With regard to the aforementioned processing, by contacting the data controller - also in the person of the Data Protection Officer - at the aforementioned office or by writing to the e-mail address privacy@unipol.it, the data subject may exercise all the rights provided for by the privacy legislation (articles 15 - 22 of the Regulation). More specifically, the data subject has the right to access the data concerning him/herself at any time, to obtain their rectification and/or integration if inaccurate or incomplete, their erasure if processed unlawfully, and the portability of the data provided, if processed automatically based on your consent or for the contractual services requested, within the limits set by the Regulation (article 20). The privacy law also gives the data subject the right to limit the processing of its data if the prerequisites exist or to oppose the processing of its data for reasons connected with the data subject's personal circumstances. Without prejudice to the data subject's right to contact the Italian Data Protection Authority, which includes the possibility of submitting a complaint, where deemed necessary, to protect the data subject's personal data and rights.

The personal data will also be processed, as separate and independent controllers, each for purposes connected and instrumental to their role in the transaction, by the Intermediary in charge of Coordinating the Collection of Acceptances, by the Offeror, by the Appointed Intermediaries, by the Custodian Intermediaries and by companies or collaborators identified by the above that carry out functional or support activities required for the transaction, all of whom may have access to the data subject's personal data for purposes closely connected to the Offer. The identification details of these latter parties may be acquired by contacting the Intermediary in Charge of Coordinating the Collection of Acceptances, the Offeror, the Appointed Intermediaries and the Custodian Intermediaries.

_____, on _____

<p>_____</p> <p>The Subscriber or its representative</p>		<p>_____</p> <p>Stamp and signature of the Appointed Intermediary</p>
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The CUSTODIAN INTERMEDIARY with whom this Acceptance Form was filed declares at the time of submission by the subscriber (or his / her representative) and under its own responsibility:

- a) that it is the custodian of the above-mentioned Shares owned by the Subscriber;
- b) that it shall carry out the formalities required for the transfer of the Shares to this Appointed Intermediary exclusively through Monte Titoli S.p.A., no later than the deadline of the Offer, unless extended.

Stamp and signature of the Custodian Intermediary

SHEET No. 1 - COPY FOR THE INTERMEDIARY IN CHARGE OF COORDINATING THE COLLECTION OF ACCEPTANCES

SHEET NO. 2 - COPY FOR THE APPOINTED INTERMEDIARY

SHEET NO. 3 - COPY FOR THE DEPOSITARY INTERMEDIARY

SHEET No. 4 - SUBSCRIBER'S COPY