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Oggetto : Press release Gruppo Unipol - Provisional
results of the Sell-Out Procedure

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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Provisional results of the Sell-Out Procedure

Bologna, 21 June 2024 – With reference to the procedure for the fulfilment of the Obligation to Purchase pursuant to Article 108, paragraph 2, of the Consolidated Law on Finance (the “**Sell-Out Procedure**”) started on 3 June 2024 by Unipol Gruppo S.p.A. (the “**Offeror**”) and concerning the maximum No. 143,850,571 shares of UnipolSai Assicurazioni S.p.A. (“**UnipolSai**” or the “**Issuer**”) outstanding, other than those already held, directly and indirectly, by the Offeror and the Treasury Shares held, directly and indirectly, by UnipolSai (the “**Remaining Shares**”), the Offeror hereby announces the following.

Unless otherwise defined in this press release, the capitalized terms shall have the meaning ascribed to them under the offer document approved by Consob with resolution No. 23052 of 27 March 2024 and published on 5 April 2024 (the “**Offer Document**”), or in the press release issued on 31 May 2024 by which the Offeror announced the consideration, terms and conditions for the fulfilment of the Obligation to Purchase pursuant to Article 108, paragraph 2, of the Consolidated Law on Finance through the Sell-Out Procedure (the “**Press Release of 31 May 2024**”). The Offer Document, the Press Release of 31 May 2024 and any other press release issued by the Offeror in relation to the Offer are available, inter alia, on the Offeror’s website.

Provisional results following the end of the Sell-Out Procedure

On the basis of the provisional results of the Sell-Out Procedure communicated by Equita SIM S.p.A., as intermediary in charge of coordinating the collection of acceptances, at the end of the Sell-Out Procedure, Requests for Sale were submitted for No. 56,544,196 Remaining Shares, equal to 39.308% of the Remaining Shares subject to the Sell-Out Procedure and 1.998% of the Issuer’s share capital ⁽¹⁾.

During the Sell-Out Procedure, neither the Offeror nor the Persons Acting in Concert purchased Remaining Shares outside the Sell-Out Procedure.

¹ It should be noted that, on the date hereof, the maximum number of No. 4,622 UnipolSai Shares serving the 2019-2021 Remuneration Plans and the 2022-2024 Remuneration Plans (as approved by UnipolSai Investimenti SGR S.p.A.) have not been allocated to the relevant beneficiaries.

Therefore, as of the Sell-Out Payment Date (*i.e.* 28 June 2024), taking into account (i) the Remaining Shares in connection with whom Requests for Sale were submitted during the Sell-Out Procedure, (ii) the Treasury Shares and (iii) the Shares already owned, directly and indirectly, by the Offeror, the latter will come to hold, if the above provisional results are confirmed, a total amount of No. 2,742,410,997 Shares, equal to 96.915% of the Issuer's share capital.

As already announced through the press release issued by the Offeror on 6 June 2024, the Offeror has crossed the 95% threshold of the Issuer's the share capital which, as described, *inter alia*, in the Offer Document and in the above mentioned press release, will enable the Offeror to achieve the Delisting of the Issuer following the completion of the Joint Procedure for the exercise of the Right of Purchase and the fulfilment of the Obligation to Purchase pursuant to Article 108, Paragraph 1, of the Consolidated Law on Finance.

The final results of the Sell-Out Procedure will be announced no later than 7:29 a.m. on 27 June 2024 in a separate press release to be issued by the Offeror pursuant to Article 50-*quinquies*, Paragraph 5, of the Issuers' Regulation, which will also provide the necessary information on the subsequent Joint Procedure and on the resulting Delisting.

Sell-Out Payment Date

On the Sell-Out Payment Date (*i.e.* 28 June 2024), the Offeror will: (i) purchase all of the No. 56,544,196 Remaining Shares for which Requests for Sale were submitted during the Sell-Out Procedure and (ii) pay the Sell-Out Consideration of Euro 2.535 per Remaining Share to the Requesting Shareholders.

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For detailed information on the Offer, please refer to the Offer Document, which is available to the public for consultation:

- (i) at the Offeror's registered office in Bologna, Via Stalingrado 45;
- (ii) at the Issuer's registered office in Bologna, Via Stalingrado 45;
- (iii) at the registered office of the intermediary in charge of coordinating the collection of acceptances (*i.e.* Equita SIM S.p.A.) and of the appointed intermediaries;
- (iv) at the registered office of the appointed intermediaries;
- (v) on the Offeror's website www.unipol.it;
- (vi) on the Issuer's website www.unipolsai.com;

on the website of the global information agent of the Offer www.morrowsodali-transactions.com

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.

*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 (Centro Medico 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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