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Oggetto : Press release Unipol - Delisting of the shares of
UnipolSai Assicurazioni S.p.A.

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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Unipol Gruppo S.p.A. has carried out the joint procedure for the exercise of the right to purchase pursuant to Article 111 of Consolidate Law on Finance and for the fulfilment of the obligation to purchase pursuant to Article 108, Paragraph 1, of the Consolidate Law on Finance

Delisting of the shares of UnipolSai Assicurazioni S.p.A. as of today's date

Bologna, 3 July 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 Offeror announces the following.

Unless otherwise defined in this press release, the capitalized terms shall have the meaning ascribed to them under the offer document concerning the Offer approved by Consob with resolution No. 23052 of 27 March 2024 and published on 5 April 2024 (the “**Offer Document**”), and the press release issued by the Offeror on 24 June 2024 in connection with the final results of the Sell-Out Procedure and the terms and conditions for the implementation of the Joint Procedure to exercise the Right to Purchase and to fulfil the Obligation to Purchase pursuant to Art. 108, paragraph 1 of the Consolidated Law on Finance (the “**Press Release of 24 June**”). The Offer Document, the Press Release of 24 June and any other press release issued by the Offeror in relation to the Offer are available, *inter alia*, on the Offeror's website.

Settlement of the Joint Procedure

The Offeror hereby announces that, on the date hereof, it has notified the Issuer that a sum equal to the Overall Consideration, amounting to Euro 219,878,959.17, has been deposited on a bank account opened in the name of the Offeror at Mediobanca – Banca di Credito Finanziario S.p.A. IBAN IT57M1063101600000070202515 and shall be used only for the payment of the consideration for the No. 86,737,262 shares of the Issuer, equal to approximately 3.065% of the share capital of the Issuer still outstanding (the “**Additional Residual Shares**”).

Therefore, pursuant to Article 111, Paragraph 3, of the Consolidated Law on Finance, the transfer of the Additional Residual Shares to the Offeror has become effective as from the notice of the deposit and, as a result, the Issuer will proceed with the subsequent entries in the shareholders' ledger.

The holders of the Additional Residual Shares will be entitled to receive the payment of the consideration of the Joint Procedure – equal to Euro 2.535 per each Additional Residual Share –

from their respective intermediaries. The obligation to pay the consideration for the Joint Procedure shall be deemed fulfilled when the relevant amounts are transferred to the intermediaries from which the Additional Residual Shares targeted by the Joint Procedure are transferred.

The holders of the Additional Residual Shares bear the entire risk that the Depository Intermediaries fail to transfer the relevant amounts to the parties entitled thereto or delay such transfer.

In order to request the payment of the consideration for the Joint Procedure, the holders of the Additional Residual Shares that are not in dematerialised form must deliver the original share certificates duly registered in their name at the Issuer's registered office. The Issuer will verify the said share certificates and will issue to the interested shareholders a certificate with which the latter will be entitled to request the payment of the consideration for the Joint Procedure.

Once the five-year limitation period envisaged by Article 2949 of the Italian Civil Code has elapsed, without prejudice to the provisions of Articles 2941 and following of the Italian Civil Code, the right of the holders of the Additional Residual Shares to obtain the payment of the consideration for the Joint Procedure will terminate and the Offeror will be entitled to obtain the return of the amounts deposited as consideration for the Right to Purchase and not collected by those entitled.

Delisting of UnipolSai Shares

By means of resolution no. 9002 of 25 June 2024, Borsa Italiana S.p.A. ordered the delisting of UnipolSai Shares from Euronext Milan as of today's date (prior suspension from trading on Euronext Milan of the same UnipolSai Shares for the sessions of 1 and 2 July 2024).

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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;
- (vii) on the website of the global information agent of the Offer www.morrowsodali-transactions.com

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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.

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

Media Relations
Fernando Vacarini
T. +39 051 5077705
pressoffice@unipol.it

Investor Relations
Adriano Donati
T. +39 051 5077933
investor.relations@unipol.it

Barabino & Partners

Massimiliano Parboni T. +39 335 8304078 m.parboni@barabino.it	Giovanni Vantaggi T. +39 328 8317379 g.vantaggi@barabino.it
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