

<p>Informazione Regolamentata n. 0265-136-2024</p>	<p>Data/Ora Inizio Diffusione 20 Settembre 2024 07:21:45</p>	<p>Euronext Milan</p>
--	--	-----------------------

Societa' : UNIPOL

Identificativo Informazione Regolamentata : 195730

Utenza - Referente : UNIPOLN10 - Nardi

Tipologia : 3.1

Data/Ora Ricezione : 20 Settembre 2024 07:21:45

Data/Ora Inizio Diffusione : 20 Settembre 2024 07:21:45

Oggetto : Unipol Gruppo: supplement of the 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.



Unipol Gruppo S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Share Capital € 3,365,292,408.03 fully paid-up

Tax Identification Number and Bologna Companies' Register Number 00284160371 - Parent Company of the Unipol Insurance Group entered on the Register of holding companies under number 046

EXCERPT OF NOTICE CALLING OF THE SHAREHOLDERS' MEETING OF UNIPOL GRUPPO S.P.A. OF 21 OCTOBER 2024 (pursuant to article 125-bis, paragraph 1, of Legislative Decree no. 58/1998)

To supplement and amend the notice published on 16 February 2024 ("Notice of Call") with which it was convened, in a single call, for 21 October 2024, at 3:30 p.m. at the Villa Cicogna Congress Center, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), the Extraordinary Shareholders' Meeting of Unipol Gruppo S.p.A. ("Unipol" or the "Company"), the Shareholders are hereby informed that the Company's Board of Directors resolved:

- a) to supplement the list of items that the aforementioned Shareholders' Meeting will have to discuss in the extraordinary and ordinary parts, providing for – in addition to what has already been indicated in the Notice of Call – the inclusion of the following items:
 - (i) in the Extraordinary Session:
 - Amendments to the By-Laws; consequent and related resolutions.
 - a) Amendment to Articles 8 ("Shareholders' Meetings") and 9 ("Procedures for Shareholders' Meetings").
 - b) Amendment to Art. 12 ("Meetings and Resolutions of the Board of Directors").
 - c) Amendment to Art. 17 ("Statutory Auditors").
 - (ii) in the Ordinary Session:
 1. Appointment of four Directors, upon increasing the number of Board members from 15 to 19; consequent and related resolutions.
 2. Amendment to the contractual terms, for the fiscal years 2024-2029, of the assignment given to

EY S.p.A. for the statutory audit of the accounts and the additional related services; consequent and related resolutions.

- b) to exercise the right established by Art. 106, paragraph 4 of Decree Law no. 18/2020, converted with Law no. 27/2020, and to provide, therefore, that Shareholders participate in the Shareholders' Meeting of 21 October 2024 only through the Designated Representative pursuant to Art. 135-undecies of the Consolidated Law on Finance (TUF), with no physical participation by the Shareholders, following the issue of Law no. 21 of 5 March 2024, pursuant to Art. 11, paragraph 2, by virtue of which "The term referred to in Art. 106, paragraph 7 of Decree Law no. 18 of 17 March 2020, converted, with amendments, by Law no. 27 of 24 April 2020, relating to the conduct of shareholders' meetings of companies and entities, is deferred to 31 December 2024"; and
- c) that the meeting will be held at the corporate headquarters of Porta Europa, at Via Stalingrado no. 37, Bologna.

In consideration of the fact that participation in the Shareholders' Meeting is envisaged exclusively through the designated representative pursuant to Art. 135-undecies of the Consolidated Law on Finance, those who have the right to vote may, pursuant to Art. 126-bis, paragraph 1, third sentence of the Consolidated Law on Finance, individually submit resolution proposals on the items on the agenda by 6 October 2024.

The text of the Notice of Call, as supplemented and amended, is shown below with the supplemented and amended parts highlighted in boldface and underlined characters.

*** **

NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

An **ordinary and extraordinary** Shareholders' Meeting of Unipol Gruppo S.p.A. is called, as a single call, for 21 October 2024, at 3:30 p.m., at the **corporate headquarters of Porta Europa, in Bologna, Via Stalingrado no. 37**, to resolve on the following

AGENDA

In the Extraordinary Session

1. Approval of the plan of the merger by incorporation into Unipol Gruppo S.p.A. of UnipolSai Assicurazioni S.p.A., Unipol Finance S.r.l., UnipolPart I S.p.A. and Unipol Investment S.p.A., and subsequent amendments to the by-laws, including those related to the share capital increase servicing the merger. Consequent and related resolutions.
2. **Amendments to the By-Laws; consequent and related resolutions.**
 - a) **Amendment to Articles 8 ("Shareholders' Meetings") and 9 ("Procedures for Shareholders' Meetings").**
 - b) **Amendment to Art. 12 ("Meetings and Resolutions of the Board of Directors").**
 - c) **Amendment to Art. 17 ("Statutory Auditors").**

In the Ordinary Session

1. **Appointment of four Directors, upon increasing the number of Board members from 15 to 19; consequent and related resolutions.**
2. **Amendment to the contractual terms, for the fiscal years 2024-2029, of the assignment given to EY S.p.A. for the statutory audit of the accounts and the additional related services; consequent and related resolutions.**

*** **

Attendance and Representation at Shareholders' Meetings

Anyone who holds voting rights at the close of business on 10 October 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 10 October 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 no. 21 of 5 March 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 has identified Computershare S.p.A. as the Designated Representative to which proxies may be granted with voting instructions. The form to be used to grant proxy to this appointed Designated Representative will be available on the above website of the Company and sent to any requesting parties that call +39 011 0923200.

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 17 October 2024, following the required procedures and using the specific form that will be available on the company website www.unipol.it section Governance/Shareholders' Meetings/Extraordinary Shareholders' Meeting of 21 October 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 18 October 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 18 October 2024 to Computershare S.p.A.

Shareholders holding shares on deposit with the Company may participate in the Shareholders' Meeting **exclusively through the Designated Representative**, by sending a notice electronically to the certified e-mail address segreteria generale@pec.unipol.it or by fax to +39 051 7096713, or by telephone to +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's website (www.unipol.it, section Governance/Shareholders' Meetings/Extraordinary Shareholders' Meeting of 21 October 2024), contains all the information and detailed instructions on the rights that may be exercised by shareholders regarding attendance and representation at Shareholders' Meetings, the right to submit questions and any additions to the agenda and to submit proposals on items already on the agenda of the Shareholders' Meeting, the right of withdrawal and the information on the share capital and voting rights.

The **whole** documentation relating to the items on the agenda - including the illustrative report of the Board of Directors and the related resolution proposals, the merger plan, and the additional documentation required by Article 2501-septies of the Italian Civil Code - **is** available **as of today's** to the public at the Company's registered office and published on the Company's website, as well as on the authorised eMarket Storage site (www.emarketstorage.com), pursuant to and within the terms of the law; it will be transmitted to those who will request it.

The Shareholders may obtain copies of said documentation.

Bologna, 20 September 2024

The Chairman of the Board of Directors
Carlo Cimbrì

SUPPLEMENT AND AMENDMENT OF THE NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF UNIPOL GRUPPO S.P.A. OF 21 OCTOBER 2024

To supplement and amend the notice published on 16 February 2024 (“**Notice of Call**”) with which it was convened, in a single call, for 21 October 2024, at 3:30 p.m. at the Villa Cicogna Congress Center, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), the Extraordinary Shareholders' Meeting of Unipol Gruppo S.p.A. (“**Unipol**” or the “**Company**”), the Shareholders are hereby informed that the Company's Board of Directors resolved:

- a) to supplement the list of items that the aforementioned Shareholders' Meeting will have to discuss in the extraordinary and ordinary parts, providing for – in addition to what has already been indicated in the Notice of Call – the inclusion of the following items:
 - (i) In the Extraordinary Session:

Amendments to the By-Laws; consequent and related resolutions.

 - a) Amendment to Articles 8 (“Shareholders' Meetings”) and 9 (“Procedures for Shareholders' Meetings”).
 - b) Amendment to Art. 12 (“Meetings and Resolutions of the Board of Directors”).
 - c) Amendment to Art. 17 (“Statutory Auditors”).
 - (ii) In the Ordinary Session:
 1. Appointment of four Directors, upon increasing the number of Board members from 15 to 19; consequent and related resolutions.
 2. Amendment to the contractual terms, for the fiscal years 2024-2029, of the assignment given to EY S.p.A. for the statutory audit of the accounts and the additional related services; consequent and related resolutions.
- b) to exercise the right established by Art. 106, paragraph 4 of Decree Law no. 18/2020, converted with Law no. 27/2020, and to provide, therefore, that Shareholders participate in the Shareholders' Meeting of 21 October 2024 only through the Designated Representative pursuant to Art. 135-*undecies* of the Consolidated Law on Finance (TUF), with no physical participation by the Shareholders, following the issue of Law no. 21 of 5 March 2024, pursuant to Art. 11, paragraph 2, by virtue of which “*The term referred to in Art. 106, paragraph 7 of Decree Law no. 18 of 17 March 2020, converted, with amendments, by Law no. 27 of 24 April 2020, relating to the conduct of shareholders' meetings of companies and entities, is deferred to 31 December 2024*”; and
- c) that the meeting will be held at the corporate headquarters of Porta Europa, at Via Stalingrado no. 37, Bologna.

In consideration of the fact that participation in the Shareholders' Meeting is envisaged exclusively through the designated representative pursuant to Art. 135-*undecies* of the Consolidated Law on Finance, those who have the right to vote may, pursuant to Art. 126-*bis*, paragraph 1, third sentence of the Consolidated Law on Finance, individually submit resolution proposals on the items on the agenda by 6 October 2024.

The text of the Notice of Call, as supplemented and amended, is shown below with the supplemented and amended parts highlighted in boldface and underlined characters.

*** **

NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

An **ordinary and** extraordinary Shareholders' Meeting of Unipol Gruppo S.p.A. is called, as a single call, for 21 October 2024, at 3:30 p.m., at the **corporate headquarters of Porta Europa, in Bologna, Via Stalingrado no. 37**, to resolve on the following

AGENDA

In the Extraordinary Session

1. Approval of the plan of the merger by incorporation into Unipol Gruppo S.p.A. of UnipolSai Assicurazioni S.p.A., Unipol Finance S.r.l., UnipolPart I S.p.A. and Unipol Investment S.p.A., and subsequent amendments

to the by-laws, including those related to the share capital increase servicing the merger. Consequent and related resolutions.

2. **Amendments to the By-Laws; consequent and related resolutions.**
 - a) **Amendment to Articles 8 (“Shareholders’ Meetings”) and 9 (“Procedures for Shareholders’ Meetings”).**
 - b) **Amendment to Art. 12 (“Meetings and Resolutions of the Board of Directors”).**
 - c) **Amendment to Art. 17 (“Statutory Auditors”).**

In the Ordinary Session

1. **Appointment of four Directors, upon increasing the number of Board members from 15 to 19; consequent and related resolutions.**
2. **Amendment to the contractual terms, for the fiscal years 2024-2029, of the assignment given to EY S.p.A. for the statutory audit of the accounts and the additional related services; consequent and related resolutions.**

*** **

Attendance and representation at Shareholders’ Meeting

Anyone who holds voting rights at the close of business on 10 October 2024 (record date) and for whom the Company has received the 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 10 October 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 no. 21 of 5 March 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 has identified Computershare S.p.A., with offices in Turin, Via Nizza 262/73, as the Designated Representative pursuant to Article 135-undecies of Consolidated Law on Finance. For any clarification or request for information, Shareholders may contact the Designated Representative at +39 011 0923200 or at the e-mail address 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 17 October 2024, following the required procedures and using the specific form that will be available on the company website www.unipol.it section *Governance/Shareholders’ Meeting/Extraordinary Shareholders’ Meeting of 21 October 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 18 October 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 18 October 2024 to Computershare S.p.A.

Shareholders holding shares on deposit with the Company may participate in the Shareholders' Meeting, **exclusively through the Designated Representative**, by sending a notice electronically to the certified e-mail address segreteria generale@pec.unipol.it or by fax to +39 051 7096713, or by telephone to +39 055 5095308.

Shareholders are reminded that no postal or electronic voting procedures are envisaged 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 prior to the Shareholders' Meeting, by sending a registered letter to Unipol Gruppo S.p.A. – Segreteria Societaria – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by fax to +39 051 7096713, or by e-mail sent to the certified e-mail address segreteria generale@pec.unipol.it or by filling the specific form that will be available on the website www.unipol.it under section *Governance/Shareholders' Meetings/Extraordinary Shareholders' Meeting of 21 October 2024*. The questions shall be received by the record date, *i.e.* by 10 October 2024.

Consideration will only be given to questions that are strictly pertinent to the items on the agenda. Submitter shall provide its 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, to the address segreteria generale@pec.unipol.it.

If a Shareholder has requested notification of its right to attend the Shareholders' Meeting from its 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 on 19 October by means of 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

Pursuant to Article 126-bis of the Consolidated Law on Finance, Shareholders who, also jointly, represent one fortieth of the share capital may, within ten days from publication of this notice calling the meeting, therefore by 26 February 2024, request the addition of items to the agenda, specifying the additional items proposed in their request, or submit resolution proposals on items already on the agenda (it being understood, in this respect, that the person entitled to vote may in any case submit resolution proposals individually to the Shareholders' Meeting). 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 it has prepared, other Than those described under Article 125-ter, paragraph 1, of the Consolidated Law on Finance.

Requests shall be made in writing with a registered letter with notice of receipt sent to Unipol Gruppo S.p.A. – Segreteria Societaria – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or to the certified e-mail address segreteria generale@pec.unipol.it.

Certification proving ownership of the shares held by the Shareholders making the request, and the shareholding required to request additions to the agenda shall be provided in a specific notice issued by the depository intermediary, valid as of the date of the request, addressed to segreteria generale@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 applicable law.

Shareholders requesting additions to the agenda of the Shareholders' Meeting shall 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 shall 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 6 October 2024. These proposals where pertinent, will be published on the company's website by the following 7 October so that the parties entitled to vote can express themselves, on an informed basis, also taking account of the new proposals, and to 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 four new Directors

With regard to item No. 1 of the ordinary part of the agenda, it should be noted that, pursuant to Article 10 of the Bylaws, not being the case of appointment of the entire Board of Directors, the voting by list does not apply; therefore, the Shareholders' Meeting is called upon to deliberate by majority vote on the proposals submitted by the Shareholders in the aforementioned way. For further information, please consult the special report drawn by the Board of Directors.

Information on the share capital and voting rights

As of the date **of this Notice of Call**, the share capital of Unipol Gruppo is equal to Euro 3,365,292,408.03, divided into 717,473,508 ordinary shares without indication of nominal value. As of the same date, **717,321,308** 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 6 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 and held and updated by the Company as provided for under the Company's articles of association (known as "shares with increased voting rights").

Pursuant to Article 85-*bis*, paragraph 4, of Consob Regulation No. 11971/1999 (the "**Issuers' Regulation**"), Unipol shall notify the public and Consob, by the day following the record date, of the total amount of voting rights, with an indication of the number of shares comprising the capital.

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

Right of withdrawal

With regard to the proposed merger into Unipol Gruppo S.p.A. of UnipolSai Assicurazioni S.p.A., Unipol Finance S.r.l., UnipolPart I S.p.A. and Unipol Investment S.p.A, it should be noted that, since the merger will result in a significant change in the corporate purpose of Unipol Gruppo, the shareholders of the latter who did not take part in the resolutions will have the right of withdrawal pursuant to Article 2437, paragraph 1, lett. a) of the Italian civil code.

Eligible Shareholders will be able to exercise their right of withdrawal within 15 days from the date on which the resolution of the extraordinary Shareholders' Meeting of Unipol Group on the merger is recorded in the Companies Register; that date will be announced by means of a notice published within the terms and according to the procedures prescribed by law.

It is hereby made known that the liquidation value of the shares subject to withdrawal, calculated in accordance with the provisions of Article 2437-*ter*, paragraph 3, of the Italian civil code with reference to the arithmetic average of the closing prices recorded on the Stock Exchange in the six months prior to the date of publication of the Notice of Call (**i.e. the 16 February 2024**), has been determined in Euro 5.27.

The information documentation relating to the conditions for the exercise of the right of withdrawal will be made available in the manner and within the time limits set forth by current regulations.

The effectiveness of the right of withdrawal is subject to the completion of the merger as well as to the circumstance that the total disbursement that Unipol Gruppo would be required to pay in case of exercise of the right of withdrawal does not exceed Euro 100 million, unless this condition is waived.

Documentation and further information

Further information and detailed instructions on the rights that may be exercised by Shareholders and on how to grant proxies/**sub-proxies and instructions to the Designated Representative**, are available on the Company website www.unipol.it under the section *Governance/Shareholders' Meetings/Extraordinary Shareholders' Meeting of 21 October 2024*.

The **whole** documentation relating to the items on the agenda - including the illustrative report of the Board of Directors and the related resolution proposals, the merger plan, and the additional documentation required by Article 2501-*septies* of the Italian Civil Code – **is** available **as of today's** to the public at the Company's registered office and published on the Company's website, as well as on the authorised *eMarket Storage* site (www.emarketstorage.com), pursuant to and within the terms of the law; it will be transmitted to those who will request it.

The Shareholders may obtain copies of said documentation.

Bologna, 20 September 2024

The Chairman of the Board of Directors

Carlo Cimbri

Fine Comunicato n.0265-136-2024

Numero di Pagine: 8