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Identificativo Informazione Regolamentata : 195732

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Oggetto : Press release Unipol Gruppo - Supplement and amendment of the Notice of call of the Shareholders' Meeting

*Testo del comunicato*

Vedi allegato

## SUPPLEMENT AND AMENDMENT OF THE NOTICE OF CALL OF THE SHAREHOLDERS' MEETING OF UNIPOL GRUPPO S.P.A. CALLED IN ORDINARY AND EXTRAORDINARY SESSION FOR 21 OCTOBER 2024 - PUBLICATION OF SHAREHOLDERS' MEETING DOCUMENTATION

Bologna, 20 September 2024

With regard to the Shareholders' Meeting of Unipol Gruppo S.p.A. ("Unipol" or the "Company") called in extraordinary session for 21 October 2024 - by notice published on 16 February 2024 on the Company's website and on the authorised storage mechanism eMarket Storage ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as by excerpt on the newspaper "Il Sole24Ore" - in order to approve 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., it is hereby notified that the Board of Directors of Unipol resolved to supplement the list of items to be submitted to the Shareholders' Meeting, as follows (with the supplemented parts highlighted in boldface and underlined characters):

### **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.**

It is also noted that the Company will exercise the right established by art. 106, paragraph 4 of Law Decree no. 18/2020, converted with Law no. 27/2020, providing, therefore, that the participation of the Shareholders in the Shareholders' Meeting of 21 October 2024 will take place exclusively through the Designated Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998, 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"*.

It is hereby announced that the call of notice, amended and supplemented as mentioned above is available from today to the public on the authorised storage mechanism eMarket Storage ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the website ([www.unipol.it](http://www.unipol.it)) - under the *Governance/Shareholders' Meeting/Extraordinary Shareholders' Meeting of 21 October 2024* section.

Lastly, it is informed that on the same date the documents relating to the items on the agenda are available to the public at the Company's registered office and published on the Company's aforementioned website as well as, where required by applicable regulations, on the eMarket Storage website ([www.emarketstorage.com](http://www.emarketstorage.com)), and in particular:

- i) the plan of merger, which has already been registered in the Registers of Companies of the place where the companies participating in the merger have their registered offices, and the financial statements for the last three fiscal years of the companies participating in the merger, with the reports of the respective boards of directors and the entities responsible for the statutory audit;
- ii) the reports of the Company's Board of Directors on the proposed resolution on the subjects under items 1 and 2 on the extraordinary session agenda, as well as on the items 1 and 2 on the ordinary session agenda.

### 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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