

Informazione Regolamentata n. 0265-152-2024	Data/Ora Inizio Diffusione 21 Ottobre 2024 18:24:11	Euronext Milan
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Societa' : UNIPOL

Identificativo Informazione  
Regolamentata : 197015

Utenza - Referente : UNIPOLN08 - Nerdi

Tipologia : 3.1

Data/Ora Ricezione : 21 Ottobre 2024 18:24:11

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Oggetto : Press release Gruppo Unipol - Ordinary and  
extraordinary Shareholders' Meeting

*Testo del comunicato*

Vedi allegato

## ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

APPROVED 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.

### APPOINTED NEW DIRECTORS OF THE COMPANY

Bologna, 21 October 2024

The Shareholders' Meeting of Unipol Gruppo S.p.A. (also referred to as the “**Company**” or “**Unipol**”) held today approved:

in the extraordinary session:

- the plan of 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. (jointly, the “Intermediate Holdings”), and subsequent amendments to the by-laws (the “Merger”);
- the amendments to by-laws Articles 8 (“Shareholders' Meetings”), 9 (“Procedures for Shareholders' Meetings”), 12 (“Meetings and Resolutions of the Board of Directors”) and 17 (“Statutory Auditors”) aimed at (i) incorporating certain legislative changes introduced by Law No. 21 of 5 March 2024, which allows listed companies to hold shareholders' meetings exclusively through the designated representative pursuant to Article 135-*undecies* of the TUF and, at the same time, (ii) adopting the latest practices and guidelines regarding the meetings of corporate bodies, with the aim of facilitating their conduct and ensuring greater operational flexibility and efficiency,

all in accordance with the respective proposals formulated by the Board of Directors;

in the ordinary session:

- increase of the number of Directors from 15 to 19 and appointment of Matteo Laterza, Stefano Caselli, Giusella Dolores Finocchiaro and Rossella Locatelli as new directors, approving the proposal submitted by shareholders who are members of the shareholders' agreement to which some Unipol shareholders are parties. The term of office of the new Directors will expire, at the same time as that of the other Directors currently in office, at the Shareholders' Meeting called to approve the financial statements for the year 2024. All the new Directors have direct experience in leading insurance undertakings being each a Director in UnipolSai and, Matteo Laterza, serving as a Chief Executive Officer in the same company. The *curricula vitae* of the above-mentioned directors can be found on the Company's website at [www.unipol.it](http://www.unipol.it);

- the amendment to the contractual terms, for the fiscal years 2024-2029, of the assignment for the statutory audit of the accounts and the additional related services given to EY S.p.A. from Unipol Shareholders' Meeting of 18 April 2019, in accordance with the proposal formulated by the Board of Directors.

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### The Merger

As previously announced to the market, the Merger pursues, *inter alia*, the objective of streamline the corporate structure of the Group, while simplifying the Group's single management decision-making processes and governance. The Company created by the Merger will be one of the leading Italian insurance companies, listed on regulated markets, and will also act as parent company for the Group and will assume the new name "Unipol Assicurazioni S.p.A.," "Unipol S.p.A." abbreviated.

Subject to fulfilment of the conditions precedent (or waiver, where permitted) indicated in the Merger plan, the Merger will be effective for statutory purposes from the date of the latest registrations with the Bologna Register of Companies prescribed by Art. 2504-*bis* of the Italian Civil Code, or later date indicated in the Merger deed.

As indicated in the illustrative report available on Unipol's website ([www.unipol.it](http://www.unipol.it)), the Company holds, directly and indirectly, the entire share capital of UnipolSai and, therefore, the exchange ratio indicated in the Merger plan does not apply.

The Extraordinary Shareholders' Meeting of Unipol approved, effective as of the date of completion of the Merger, the adoption of a number of consequent amendments to the By-Laws, including the amendment of Unipol's corporate purpose to reflect the exercise of the insurance and reinsurance activities carried out by UnipolSai.

The Unipol' Shareholders who did not participate in resolutions relating to the Merger, and therefore to the change in corporate purpose, will have the right of withdrawal pursuant to Art. 2437, paragraph 1, letter a) of the Italian Civil Code. The right of withdrawal may be exercised for a settlement value of EUR 5.27 per Unipol share, as determined pursuant to Art. 2437-*ter* of the Italian Civil Code by the Unipol Board of Directors meeting held on 15/16 February 2024. Detailed information regarding the terms and conditions of the exercise of the right of withdrawal will be announced by Unipol in accordance with the applicable statutory and regulatory provisions.

It is hereby informed that the Merger was also approved today by the respective Shareholders' Meetings of UnipolSai and Intermediate Holding companies.

For further information regarding the Merger, please refer to the plan of Merger, the illustrative reports prepared by Unipol and UnipolSai's Boards of Directors, and the additional documentation regarding the operation available to the public on Unipol's ([www.unipol.it](http://www.unipol.it)) and UnipolSai's ([www.unipolsai.com](http://www.unipolsai.com)) websites.

### 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 following sectors: property, hotel (Gruppo UNA), medical-healthcare (Centro Medico Santagostino) and agricultural (Tenute del Cerro). Unipol Gruppo S.p.A. is listed on the Italian Stock Exchange.

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Fine Comunicato n.0265-152-2024

Numero di Pagine: 5