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Oggetto : Press release Gruppo Unipol - Registration at the Bologna register of companies of resolution approving the Merger and start of the withdrawal period

Testo del comunicato

Vedi allegato

REGISTRATION AT THE BOLOGNA REGISTER OF COMPANIES OF THE EXTRAORDINARY SHAREHOLDERS' MEETING RESOLUTION APPROVING THE MERGER

NOTICE TO THE SHAREHOLDERS – START OF THE WITHDRAWAL PERIOD

Bologna, 22 October 2024

Unipol Gruppo S.p.A. (also the “**Company**” or “**Unipol**”) hereby announces that, today, the resolution by which the Extraordinary Shareholders' Meeting of 21 October 2024 approved the merger by incorporation into Unipol Gruppo S.p.A. of UnipolSai Assicurazioni S.p.A. (“**UnipolSai**”), Unipol Finance S.r.l., UnipolPart I S.p.A. and Unipol Investment S.p.A. and subsequent amendments to the by-laws (the “**Merger**”), was registered with the Bologna Companies Register.

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**”).

The Right of Withdrawal may be exercised by the eligible Shareholders within 15 days from the date of registration of the resolution approving the Merger that occurred today and, consequently, no later than 6 November 2024.

It should be noted that the effective exercise of the Right of Withdrawal is subject to completion of the Merger and that the total outlay that Unipol would be required to bear due to the possible exercise of the right of withdrawal does not exceed €100 million, unless waived by Unipol and UnipolSai.

More information on the terms and procedures for exercising the Right of Withdrawal shall be disclosed to Unipol Shareholders, pursuant to and in accordance with Article 84 of the Regulations adopted by Consob by resolution No. 11971 of May 14, 1999, by the following notice available to the public on Unipol's websites (www.unipol.it) in the [Governance/Corporate Operations/Unipol-Unipol Merger Plan](#) section, as well as on the authorized eMarket Storage mechanism (www.emarketstorage.com). This notice will be also published in the daily newspaper “Il Sole24Ore” on tomorrow, 23 October 2024.

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.

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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

NOTICE TO THE SHAREHOLDERS

(pursuant to Article 84 of the Regulations adopted by Consob Resolution No. 11971 of May 14, 1999 as subsequently amended)

FILING AT THE REGISTER OF COMPANIES OF BOLOGNA OF THE SHAREHOLDERS' RESOLUTION OF UNIPOL GRUPPO S.P.A. APPROVING THE MERGER BY INCORPORATION OF UNIPOLSAI ASSICURAZIONI S.P.A., UNIPOL FINANCE S.R.L., UNIPOLPART I S.P.A. AND UNIPOL INVESTMENT S.P.A. INTO UNIPOL GRUPPO S.P.A.

Terms and procedures to exercise the right of withdrawal pursuant to Articles 2437 and subsequent of the Italian Civil Code

Unipol Gruppo S.p.A. ("**Unipol**" or the "**Company**") announces that on 22 October 2024 the resolution by which the Extraordinary Shareholders' Meeting held on 21 October 2024 approved the merger by incorporation of UnipolSai Assicurazioni S.p.A. ("**UnipolSai**"), Unipol Finance S.r.l., UnipolPart I S.p.A. and Unipol Investment S.p.A. into Unipol (the "**Merger**"), along with related amendments to the Company's Articles of Association, was registered with the Bologna Companies Register.

Shareholders of Unipol who did not concur to the approval of the Merger plan are entitled to exercise the right of withdrawal pursuant to Article 2437 par. 1), lett. a) of the Italian Civil Code (the "**Right of Withdrawal**"), since, as a result of the Merger, there will be a significant change in Unipol's corporate purpose to reflect the exercise of the insurance and reinsurance business carried on by UnipolSai.

Pursuant to Article 127-*bis* of Legislative Decree No. 58 of May 24, 1998, as subsequently amended (the "**TUF**"), any person in whose favor the shares are registered on account after the date indicated in Article 83-*sexies*, par. 2 of the TUF to grant entitlement to attend the Shareholders' Meeting and after the record date (*i.e.* 10 October 2024) but prior to opening of the proceedings of the aforesaid Meeting, shall be deemed included among those not concurring to the approval of the Merger plan and shall, therefore, be entitled to exercise the Right of Withdrawal.

Liquidation value

As previously announced to the market on 16 February 2024, the liquidation value of Unipol shares for which the Right of Withdrawal will be exercised is equal to Euro 5.27 per Unipol share, as determined by the Company's Board of Directors held on 15/16 February 2024, after a favorable opinion of the Board of Statutory Auditors and the independent auditors, in accordance with the provisions of Article 2437-*ter* of the Italian Civil Code, making reference to the arithmetical average of the closing prices posted by Borsa Italiana S.p.A. during the six months prior to the publication of the notice of call of the Extraordinary Shareholders' Meeting of Unipol called to approve the Merger plan.

Terms and Procedures to exercise the Right of Withdrawal

The Right of Withdrawal shall be exercised by the entitled shareholders within the term of 15 days from the date of filing of the resolution approving the Merger which took place on 22 October 2024 and, therefore, no later than 6 November 2024 (included).

The entitled shareholders may exercise the Right of Withdrawal, for all or part of the shares held, by sending a declaration to be received by Unipol by registered letter with return receipt, which must be sent to the address "Unipol Gruppo S.p.A., Shareholders Office, Via Stalingrado 37, 40128, Bologna" or by certified e-mail to the address pec segreteria@pec.unipol.it (the "**Declaration of Withdrawal**").

The Declaration of Withdrawal - drafted in accordance with the template made available on Unipol's website (www.unipol.it) section "Governance/Corporate Operations/UnipolSai-Unipol Merger Plan" - shall provide:

- (i) the personal details (*i.e.* first name, last name, place and date of birth or company name) and tax code of the withdrawing shareholder, as well as an indication of the domicile (including a telephone number and an e-mail address) to which any communications pertaining to the Right of Withdrawal should be addressed;
- (ii) the number of shares for which the Right of Withdrawal is exercised;
- (iii) the details and coordinates of the bank account (including IBAN code) in the name of the entitled shareholder to which the liquidation value of the shares subject to the Right of Withdrawal is to be credited;
- (iv) the indication of the authorized intermediary with whom the shares for which the Right of Withdrawal is being exercised are deposited.

For the purpose of an orderly conduct of the procedure inherent in the exercise of the Right of Withdrawal, withdrawing shareholders are recommended to anticipate the Declaration of Withdrawal by e-mail to the address "ufficiosoci.ug@unipol.it", without prejudice to the need, pursuant to and for the purposes of the law, of sending the Declaration of Withdrawal by registered letter or PEC, as just specified.

Pursuant to Article 43, par. 1, of the Single Provision on Post-trading of Consob and the Bank of Italy of 13 August 2018, as amended, (the "**Single Provision**"), the entitlement to exercise the Right of Withdrawal shall be evidenced by a communication from the intermediary to Unipol. The entitled shareholders who intend to exercise the Right of Withdrawal shall, therefore, be required to request that such communication be sent to the Company by the intermediary authorized to maintain accounts pursuant to law. Such communication shall certify:

- the uninterrupted ownership, by the withdrawing shareholder, of the shares for which the Right of Withdrawal is being exercised before the opening of the Shareholders' Meeting and until the date of issuing of the mentioned communication;
- the absence of any pledges or any other restriction in favour to the third parties over the shares for which the Right of Withdrawal is being exercised. If such shares are subject to encumbrances in favor of third parties, the entitled withdrawing shareholder must attach to the Declaration of Withdrawal a statement of the person in whose favor the encumbrance is set, whereby such person gives his or her irrevocable and unconditional consent to release the shares from the encumbrance and to liquidate such shares, in accordance with the instructions of the withdrawing entitled shareholder.

It is the responsibility of the withdrawing shareholders to ensure the accuracy and completeness of the information contained in the Declaration of Withdrawal and to ensure that the same is sent to the Company no later than 6 November 2024 (included) as stated above, with the Company assuming no responsibility in this regard.

Declarations of Withdrawal that are sent after the aforementioned term, or lacking the necessary information, or for which the relevant communication is not received in time, will be disregarded.

Pursuant to Article 2437-*bis* of the Italian Civil Code and Article 43 of the Single Provision, the shares for which the Right of Withdrawal is exercised will be made unavailable by the intermediary until the end of the liquidation procedure, provided that the entitled withdrawing shareholder is authorized to exercise the voting right pertaining to such shares up to that date.

Liquidation of the shares for which the Right of Withdrawal will be exercised

In the event that one or more shareholders of Unipol should exercise the Right of Withdrawal, the liquidation procedure will be carried out in accordance with the provisions of Article 2437-*quater* of the Italian Civil Code. In particular, without prejudice to the fact that more details will be made available in the terms and manners provided for by applicable law and regulation in force from time to time:

- the shares for which the Right of Withdrawal will be exercised will be offered up in option to the other shareholders of Unipol in proportion to the shares owned by each of them (the "**Option Right Offer**"). The period for the Option Right Offer shall last for at least 30 (thirty) days from when the Offer is filed with the Company Register of Bologna. Upon exercising the option, the shareholders who so request will also be entitled to exercise the right of pre-emption on any Shares that have been left unopted (the "**Pre-emption Right Offer**");
- if upon completion of the Option Right Offer (and the simultaneous Preemption Right Offer), some shares still remain unopted and no pre-emption right is exercised on them by the shareholders of Unipol will decide whether or not to place these shares with third parties on the market ("**Placement with Third Parties**");
- in case of failure to fully place the Unipol shares for which the Right of Withdrawal has been exercised, upon completion of the Option Right Offer, the Pre-emption Right Offer and any Placement with Third Parties, the residual shares for which the Right of Withdrawal has been exercised will be reimbursed at terms and conditions provided for by law, within 180 days of declaration of the Right of Withdrawal, through acquisition of said shares by Unipol at the liquidation value, indicated in the preceding paragraph regarding the "**Liquidation value**" - until the Maximum Disbursement (as defined below) is reached, except in the case of waiver of this limit amount, using the available reserves.

The terms and conditions of the liquidation procedure (including, *inter alia*, the number of shares for which the Right of Withdrawal has been exercised, details of the Option Right Offer and the Pre-emption Right Offer, as well as any Placement with Third Parties) will be disclosed within the terms and in the manner provided for by applicable law and regulation in force from time to time, specifying in this regard that the relevant notices will be published in at least one newspaper with national circulation as well as on Unipol's website www.unipol.it, as well as at the authorized storage mechanism called eMarket Storage available at www.emarketstorage.com.

Effectiveness of the Right of Withdrawal

The effectiveness of the Right of Withdrawal is subject to the definition of the Merger, which, in turn, is *inter alia* subject to the circumstance that the total outlay the Company would be required to make as a result of any exercise of the Right of Withdrawal does not exceed Euro 100 million (the "**Maximum Disbursement**"), unless waived by Unipol and UnipolSai.

Bologna, 22 October 2024

Fine Comunicato n.0265-154-2024

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