

UnipolSai Assicurazioni S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Share Capital €2,031,456,338.00 fully paid-up - Tax Identification Number and Bologna Companies' Register Number 00818570012
Company entered in the Register of Insurance Companies under Number 1,00006 - Subject to the management and coordination of Unipol Gruppo S.p.A.
and belongs to the Unipol Insurance Group, entered under Number 046 of the Register of holding companies

NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

A combined ordinary and extraordinary session of the Shareholders' Meeting of UnipolSai Assicurazioni S.p.A. is hereby called for 17 April 2019, at 10:30 am, at the Villa Cicogna Conference Centre, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), to consider the following

AGENDA

In the ordinary session

- 1 Financial Statements as at 31 December 2018; Directors' Report; Board of Statutory Auditors' and Independent Auditors' Report. Consequent and related Resolutions.
- 2 Appointment of the Board of Directors for financial years 2019, 2020 and 2021, subject to establishing the number of members and setting their compensation. Consequent and related Resolutions.
- 3 Engaging independent auditors for the financial years 2021-2029. Consequent and related Resolutions.
- 4 Remuneration policies pursuant to Institute for the Supervision of Insurance "IVASS" Regulation no. 38/2018 and Remuneration Report pursuant to article 123-ter of the Consolidated Law on Finance. Consequent and related Resolutions.
- 5 Compensation Plan based on financial instruments pursuant to article 114-bis of the Consolidated Law on Finance. Consequent and related Resolutions.
- 6 Acquisition and disposal of treasury stock and shares of the parent company. Consequent and related Resolutions.

In the extraordinary session

- 1 Amendments to Articles 8, 13, 17 and 24 of the Articles of Association, also to meet the requirements of IVASS Regulation no. 38/2018. Consequent and related Resolutions.

*** **

Participation and representation at the Shareholders' Meeting

Anyone who holds voting rights at the close of business on 8 April 2019 (record date) and for whom the Company has received notice from the authorised intermediary shall be entitled to participate and exercise voting rights at the Shareholders' Meeting.

Those who only hold shares after 8 April 2019 shall not have the right to participate and vote at the Shareholders' Meeting.

Holders of ordinary shares of UnipolSai Assicurazioni that are not deposited with Monte Titoli S.p.A. may only exercise the rights related to these shares subject to delivering them to an intermediary for entry into the centralised management system.

Holders of voting rights may be represented at the Shareholders' Meeting by written proxy, in accordance with applicable provisions of law. The proxy form that will be available on the Company website www.unipolsai.com under the section *Governance/Shareholders' Meetings/2019/Ordinary and extraordinary shareholders' meeting of 17 April 2019* may be used for this purpose.

The instructions on the form must be followed for the appointment and notification of proxies, even if electronic. If the proxy form cannot be made available electronically for technical reasons, it will be sent upon simple request to be made by calling +39 055 4794308.

The Company has appointed Computershare S.p.A. with offices in Turin, Via Nizza 262/73, as Representative pursuant to article 135-undecies of Legislative Decree No. 58 of 24 February 1998 ("Consolidated Law on Finance"), who shareholders with voting rights can appoint as proxy with voting instructions for all or some of the proposals on the agenda. The proxy should be given to the Representative appointed by the Company by 15 April 2019, following the instructions and using the specific proxy form that will be available on the Company website www.unipolsai.com under the section *Governance/Shareholders' Meetings/2019/Ordinary and extraordinary shareholders' meeting of 17 April 2019*. This section contains instructions for giving notice of the proxy electronically or for withdrawing the proxy, within the above-mentioned deadline, and the voting instructions; the proxy shall only be valid for the proposals for which voting instructions were given. For any further information, Shareholders may contact the appointed Representative at the number +39 011 0923200.

Holders of shares deposited with the Company will be able to attend the Shareholders' Meeting with prior notice submitted electronically to the certified email address azionistiunipolsai@pec.unipol.it or by fax to +39 055 4792006, or by calling +39 055 4794308.

Questions on the items on the agenda

Pursuant to article 127-ter of the Consolidated Law on Finance, those with voting rights may submit questions on the items on the agenda even prior to the Shareholders' Meeting, by sending a registered letter to UnipolSai Assicurazioni S.p.A. – Segreteria Generale – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by fax to +39 055 4792006, or to by email to the certified email address: azionistiunipolsai@pec.unipol.it or by filling out the specific form available on the website www.unipolsai.com under the section *Governance/Shareholders' Meetings/2019/Ordinary and extraordinary shareholders' Meeting of 17 April 2019*. Questions must be received by the end of the third day before the date set for the meeting, i.e. by 14 April 2019.

Consideration will only be given to questions strictly pertinent to the items on the agenda. Submitters must provide their personal details (surname and name or business name in the case of a company, place and date of birth and tax identification number) and suitable documentation proving the right to vote issued by the depository intermediary, to the address azionistiunipolsai@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 during the Shareholders' Meeting, with the option for the Company to provide a single answer to multiple questions with similar content.

Additions to the agenda

Pursuant to article 126-bis of the Consolidated Law on Finance, Shareholders who, individually or jointly, represent one fortieth of the share capital, may, within ten days from publication of this notice, so by 17 March 2019, request other items to be added to the agenda, specifying the additional items proposed in their request, or submit resolution proposals on items already on the agenda. No additions are allowed for matters on which the Shareholders' Meeting will pass resolutions, according to law, upon the proposal of the Directors or on the basis of a project or report it has prepared, besides those referred to in article 125-ter, Paragraph 1, of the Consolidated Law on Finance.

Requests must be made in writing by registered letter with *r/r* to UnipolSai Assicurazioni S.p.A. – Segreteria Generale - Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by certified email to: azionistiunipolsai@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 must be provided in a specific notice issued by the depository intermediary, valid as of the date of the request, addressed to azionistiunipolsai@pec.unipol.it.

Any additions to the agenda shall be notified in the same manner prescribed by law for the notice convening the Shareholders' Meeting, within the terms required by current legislation.

Shareholders requesting additions to the agenda of the Shareholders' Meeting must 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; the aforementioned report must be forwarded to the Board of Directors within the deadline for submitting the request to add items to the agenda.

Appointment of the Board of Directors

With respect to appointment of the Board of Directors, article 13 of the Articles of Association provides for a list voting mechanism, which allows, as provided by law, a Director to be elected from the minority list.

Reference should be made to the Articles of Association and the Directors' report for the Shareholders' Meeting for all matters not specified herein. Eligible parties must submit lists within the deadline and in accordance with the procedures and the limits set out in the aforementioned article 13 of the Articles of Association and CONSOB Departmental Decision no. 13 of 24 January 2019, which established the minimum shareholding percentage required to submit lists. The lists containing the names of the candidates must be filed at the registered office of the Company in Bologna, Via Stalingrado 45 or sent to the certified email address azionistiunipolsai@pec.unipol.it, at least twenty-five days before the date set for the Shareholders' Meeting (and, therefore, by 23 March 2019), by Shareholders who, individually or jointly with other Shareholders contributing to the same list, prove that they own a total of at least 1% of the share capital with voting rights at the Ordinary Shareholders' Meeting. Certification of this shareholding must be proven by specific notices provided by the depository intermediaries of the shares, valid up to 23 March 2019, and sent to the certified email address azionistiunipolsai@pec.unipol.it even after the lists have been filed, and in any case by 27 March 2019.

Shareholders submitting a "minority list" must also follow the guidelines issued by CONSOB in communication DEM/9017893 of 26 February 2009. Shareholders who wish to submit a "minority list" must file, together with the list, a declaration certifying the absence of connections, including indirect, pursuant to article 147-ter, paragraph 3 of the Consolidated Law on Finance and article 144-quinquies of the Issuers' Regulation, with the controlling Shareholder.

Finally, with regard to the qualitative composition of the Board of Directors, the Policy on diversity adopted by the Company in accordance with article 123-bis of the Consolidated Law on Finance (the "Policy on Diversity", made available to the public as indicated below) provides, *inter alia*, that even though specific gender equality laws no longer apply to the governing body, at least one third of the members of that body will comprise the less represented gender in accordance with the provisions of the Directors' Report for the Shareholders' Meeting and its attachment, and also pursuant to criteria 2.C.3 of the Code of Corporate Governance of listed Companies.

Information on share capital

As of today's date hereof, the share capital of UnipolSai Assicurazioni is €2,031,456,338.00, divided into 2,829,717,372 ordinary shares without par value. As at the same date, 2,779,665,027 shares have voting rights, excluding treasury shares and those held by subsidiaries.

Documentation and further information

Further information and detailed instructions on the rights that may be exercised by Shareholders can be found on the Company website www.unipolsai.com under the section *Governance/Shareholders' Meetings/2019/Ordinary and extraordinary shareholders' meeting of 17 April 2019*.

The reports and proposed resolutions on items on the agenda will be made available to the public at the registered office and published on the aforementioned Company website, and on the website of the authorised storage mechanism *eMarket Storage* (www.emarketstorage.com) in accordance with the law, and will be transmitted to requesting parties.

The following will be available to the public:

- from today's date, the Directors' Report regarding item 2 of the agenda for the ordinary session;
- by 18 March 2019, the Directors' Reports and proposed resolutions regarding items 1, 3, 5 and 6 of the agenda for the ordinary session and the sole item on the agenda for the extraordinary session, including, *inter alia*, with reference to item 5 of the agenda, the information report pursuant to article 114-bis of the Consolidated Law on Finance and article 84-bis of the Issuers' Regulation;
- by 26 March 2019, (i) the Annual Financial Report and other documents pursuant to article 154-ter, paragraph 1 of the Consolidated Law on Finance, (ii) the Annual Report on Corporate Governance and Ownership Structure, including the Policy on Diversity and (iii) the Directors' Report and proposed resolutions regarding item 4 on the agenda for the ordinary session;
- by 27 March 2019, the lists, if any, of candidates for the appointment of the Board of Directors.

By 1 April 2019, the financial statements of the subsidiaries and associated companies shall be made available at the registered office.

The Shareholders may obtain copies of that documentation.

Eligible parties should arrive earlier than the time scheduled for the Shareholders' Meeting in order to facilitate the registration process, which will begin at 9:30 am.

Bologna, 7 March 2019

The Chairman of the Board of Directors
Carlo Cimbrì