

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

EXCERPT FROM THE NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING (pursuant to article 125-bis, paragraph 1, Legislative Decree 58/1998)

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 28 April 2021, at 10.30 am, at the corporate headquarters at Porta Europa, in Bologna, Via Stalingrado 37, to decide on the following

AGENDA

In the ordinary session

1. 2020 financial statements.

- Approval of the financial statements as at 31 December 2020; Directors' Report; Report by the Board of Statutory Auditors and Independent Audit Report. Consequent and related resolutions.
- Allocation of the profits for the 2020 financial year and dividend distribution. Consequent and related resolutions.

2. Composition of the Board of Directors.

- Appointment of a Director pursuant to article 2386, paragraph 1 of the Civil Code. Consequent and related resolutions.
- Resignation of a Director. Consequent and related resolutions.

3. Appointment and remuneration of the Board of Statutory Auditors and its Chairperson for financial years 2021, 2022 and 2023.

- Appointment of the Board of Statutory Auditors and its Chairperson for financial years 2021, 2022 and 2023. Consequent and related resolutions.
- Setting the remuneration of the Board of Statutory Auditors for financial years 2021, 2022 and 2023. Consequent and related resolutions.

4. Report on the policy on remuneration and on the payments made. Consequent and related resolutions.

- Approval of the first section of the Report on the policy on remuneration and on the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree 58/1998 (Consolidated Law on Finance) and articles 41 and 59 of Institute for the Supervision of Insurance "IVASS" Regulation 38/2018.
- Resolution on the second section of the Report on the policy on remuneration and on the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree 58/1998 (Consolidated Law on Finance).

5. Acquisition and disposal of treasury shares and shares of the parent company. Consequent and related resolutions.

6. Settlement of the proceedings before the Court of Milan - Special Company Division - regarding the actions for liability taken in 2013 and 2014 by UnipolSai Assicurazioni S.p.A. and other Unipol Group companies against members of the Ligresti family, former directors and former statutory auditors of Fondiaria-SAI S.p.A., Milano Assicurazioni S.p.A. and some of their subsidiaries and other defendants. Consequent and related resolutions.

In the extraordinary session

1. Amendments to the articles of association. Consequent and related resolutions.

- Amendment to article 6 ("Capital Measurement") in order to update the equity elements of the Non-Life and Life operations in accordance with article 5 of ISVAP (Supervisory Body for Private Insurance) Regulation no. 17 of 11 March 2008.
- Amendment of articles 23 ("Statutory Auditors") and 24 ("Appointment and remuneration") with reference to the number of alternate auditors on the Board of Statutory Auditors.

*** **

Attendance and representation at Shareholders' Meetings

Anyone who holds voting rights at the close of business on 19 April 2021 (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 19 April 2021 shall not have the right to attend or 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 if they deliver them to an intermediary to enter them into the centralised management system.

Due to the emergency caused by the Covid-19 epidemic and in order to ensure maximum protection

of the health of the shareholders, company representatives, employees and consultants of the Company, as permitted under article 3, paragraph 6 of Law Decree 183 of 31 December 2020, converted with amendments into Law 21 of 26 February 2021, **eligible parties may attend the Shareholders' Meeting, without going to where it is to be held, exclusively by proxy given to the designated representative pursuant to article 135-undecies of the Consolidated Law on Finance** (the "Designated Representative") using the mechanisms described herein.

Persons with voting rights who intend to attend the Shareholders' Meeting must give a proxy to the Designated Representative containing voting instructions on all or some of 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 **26 April 2021**, following the required procedures and using the specific form that will be available on the Company website www.unipolsai.com under the section *Governance/Shareholders' Meetings/2021/Ordinary and Extraordinary Shareholders' Meeting of 28 April 2021*, 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 given. Alternatively, the proxy given to the Designated Representative may be sent, **by 12.00 p.m. on 27 April 2021** using the specific web application prepared and managed directly by Computershare S.p.A., through which the proxy form for the Designated Representative can be filled out with a guided procedure. The proxy will only be valid only if voting instructions have been given.

The Company appointed Computershare S.p.A. with offices in Turin, Via Nizza 262/73, as the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance. The Designated Representative will be available for clarifications or information at +39 011 0923226 or at the email address sedeto@computershare.it.

Holders of shares deposited with the Company may attend the Shareholders' Meeting exclusively through the Designated Representative, subject to communication sent to the certified email address azionistiunipolsai@pec.unipol.it or by fax to +39 055 4792006, or by calling +39 055 4794308.

Shareholders are reminded that there will be no voting by correspondence or by electronic means for this Shareholders' Meeting.

Documentation and further information

The full notice calling the Shareholders' Meeting, available on the Company website (www.unipolsai.com, under the section *Governance/Shareholders' Meetings/2021/Ordinary and Extraordinary Shareholders' Meeting 28 April 2021*), contains all the information and detailed instructions on the rights that may be exercised by shareholders regarding attendance and representation at the Shareholders' Meetings, the right to submit questions and any additions to the agenda and to submit proposals on items that were already on the Shareholders' Meeting agenda.

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 3 of the agenda for the ordinary session;
 - by 25 March 2021, the Directors' Report regarding item 6 of the agenda for the ordinary session, along with the Information Document drawn up in accordance with article 5 of the Rules on Related Party Transactions adopted by Consob with Decision 17221 of 12 March 2010 as amended;
 - by 29 March 2021, the Directors' Report regarding items 1, 2 and 5 of the agenda for the ordinary session and on the only item in the extraordinary session;
 - by 6 April 2021, (i) the Annual 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 and (iii) the Directors' Report with the proposed resolutions regarding item 4 on the agenda for the ordinary session.
 - by 7 April 2021, any lists of candidates for the appointment of the board of statutory auditors.
- By 13 April 2021, the financial statements of the subsidiaries and associated companies shall be made available at the registered office.

Bologna, 19 March 2021

The Chairman of the Board of Directors
Carlo Cimbrì