

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 member of the Unipol Insurance Group entered under Number 046 of the Register of holding companies

EXCERPT OF NOTICE CALLING THE 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 called, as a single call, for 27 April 2023, at 10.30 a.m. at the corporate headquarters of Porta Europa, in Bologna, Via Stalingrado 37, to decide on the following

AGENDA

In the Ordinary Session

1. 2022 Financial Statements.

- Approval of the financial statements as at 31 December 2022; Directors' report; Report by the board of statutory auditors and independent audit report. Consequent and related resolutions.
- Allocation of 2022 profits and part of the extraordinary profit reserve as dividends. Consequent and related resolutions.

2. Report on the Remuneration Policy and the Payments Made. Consequent and Related Resolutions.

- Approval of the first section of the report on the remuneration policy and the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree no. 58/1998 (Consolidated Law on Finance) and articles 41 and 59 of the Institute for the Supervision of Insurance "IVASS" Regulation no. 38/2018.
- Resolution on the second section of the report on the remuneration policy and the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree no. 58/1998 (Consolidated Law on Finance).

3. Acquisition and Arrangements for Treasury Shares and Shares of the Parent Company. 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 the Supervisory Body for Private Insurance ("ISVAP") Regulation no. 17 of 11 March 2008.
- Amendment of article 27 ("Profit Split") with addition of assignment to the Board of Directors of the power to allocate an annual amount to a specific fund for social, welfare and cultural purposes.

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Attendance and Representation at Shareholders' Meetings

Anyone who holds voting rights at the close of business on 18 April 2023 (*record date*) and for whom the company has received 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 18 April 2023 shall not have the right to attend or vote at the shareholders' meeting.

As permitted under article 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently amended and ultimately extended by Law Decree no. 198 of 29 December 2022, converted with amendments into Law no. 14 of 24 February 2023, **eligible parties may only attend the shareholders' meeting, without entering the place where the meeting is held, by giving a proxy to the designated representative pursuant to article 135-undecies of Legislative Decree no. 58/1998** (the "Designated Representative" and the "Consolidated Law on Finance") using the mechanisms described herein.

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 0923200 or at the email address sedeto@computershare.it.

Therefore, persons with voting rights who intend to take part in the shareholders' meeting must give

the applicable proxy to the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance, with the voting instructions on 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 25 April 2023**, following the required procedures and using the specific form that will be available on the company website (www.unipolsai.com section *Governance/Shareholders' Meetings/2023/Ordinary and Extraordinary Shareholders' Meeting of 27 April 2023*), 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 previously given. The proxy given to the Designated Representative may be sent **by 12.00 p.m. on 26 April 2023** if the specific web application prepared and managed directly by Computershare S.p.A. is used and through which the proxy form and the voting instructions can be filled out following a guided procedure.

The proxy will only be valid if voting instructions are given.

Proxies and/or sub-proxies may also be given to said Designated Representative in accordance with article 135-novies of the Consolidated Law on Finance, as an exception to article 135-undecies, paragraph 4 of the Consolidated Law on Finance, using the form available on the company's website which must be submitted **by 12.00 p.m. on 26 April 2023** to Computershare S.p.A.

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 +39 051 7096713, or by calling +39 055 5095308.

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

Documentation and Information

The full notice calling the shareholders' meeting, available on the company website (www.unipolsai.com, under the section *Governance/Shareholders' Meetings/2023/Ordinary and Extraordinary Shareholders' Meeting 27 April 2023*), contains all the information and detailed instructions on the rights that may be exercised by shareholders regarding attendance and representation at the shareholders' meeting, the right to submit questions and any additions to the agenda and to submit proposals on items that were already on the agenda of the shareholders' meeting.

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; they will be sent to anyone who requests them.

The following will be available to the public:

- from today's date, the directors' reports with the proposed resolutions on items 1 and 3 of the agenda for the ordinary session and on the only item on the agenda for the extraordinary session;
- by 5 April 2023, (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 2 on the agenda for the ordinary session.

On 12 April 2023, the financial statements of the subsidiaries and associated companies shall also be made available at the registered office.

Shareholders may obtain copies of said documentation.

Bologna, 27 March 2023

The Chairperson of the Board of Directors
Carlo Cimbro