



2021

Shareholders' Meeting

Set for the Shareholders' Meeting on April 27, 2022

Dear Shareholder,

Please note first and foremost that, considering the emergency linked to the Covid-19 pandemic and to pursue the utmost protection of the health of the Shareholders, corporate officers, employees and advisors of Unipol Gruppo S.p.A. (“Unipol” or the “Company”), as permitted under article 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently finally amended by Law Decree no. 228 of 30 December 2021, converted with amendments into Law 25 February 2022 no. 15 (the “Decree”), **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 of 24 February 1998** (the “Designated Representative” and the “TUF”).

Hoping to facilitate this process, we have prepared this set of several useful documents regarding your participation, in compliance with the foregoing, in the shareholders’ meeting:

- Meeting notice with agenda;
- Right to supplement the agenda and to submit proposals on items already on the agenda pursuant to Art. 126-*bis* of the TUF
- Right to pose questions prior to the Shareholders' Meeting;
- Right to individually submit resolution proposals prior to the Shareholders' Meeting;
- Procedure for participation and voting by proxy;
- Proxy form pursuant to Art. 135-*undecies* of the TUF;
- Proxy and/or sub-proxy form pursuant to Art. 135-*novies* of the TUF.

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Please note that the financial statement documents for the year 2021, the reports of the Board of Directors on the items on the agenda as well as the other information regarding the Shareholders' Meeting are available, in the respective terms provided for by current legislation, www.unipolsai.com in the *Governance/Shareholders' Meetings/2022/Ordinary and Extraordinary Shareholders' Meeting of 27 April 2022* Section. You may contact our Offices (phone +39 055 5095308, fax +39 051 7096713, email address azionistiunipolsai@pec.unipol.it) at any time with any questions linked to your role as Shareholder.

NOTICE OF ORDINARY AND STRAORDINARY SHAREHOLDERS' MEETING

(published on the Company's website on 17 March and, in excerpt, on the same date, in the newspaper Il Sole 24 Ore)

A combined ordinary and extraordinary session of the shareholders' meeting of UnipolSai Assicurazioni S.p.A. is hereby called for 27 April 2022, at 10.30 a.m. at the corporate headquarters at Porta Europa, in Bologna, Via Stalingrado 37, to decide on the following

AGENDA

In the ordinary session

1. 2021 financial statements.

- a) Establishment of a reserve taxable on distribution pursuant to article 110 Law Decree no. 104/2020.
- b) Approval of the financial statements as at 31 December 2021; Directors' report; Report by the board of statutory auditors and independent audit report. Consequent and related resolutions.
- c) Allocation of the profits for the 2021 financial year and dividend distribution. Consequent and related resolutions.

2. Appointment of the board of directors and its chairperson for financial years 2022, 2023 and 2024; establishment of the remuneration due to the directors.

- a) Establishment of the number of members of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
- b) Appointment of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
- c) Appointment of the chairperson of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
- d) Establishment of the remuneration of members of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
- e) Authorisations in accordance with article 2390 of the civil code. Consequent and related resolutions.

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

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

4. Compensation plan based on financial instruments pursuant to article 114-bis of the Legislative Decree no 58/1998 (Consolidated Law on Finance). Consequent and related resolutions.

5. **Acquisition and arrangements for treasury shares and shares of the parent company. Consequent and related resolutions.**
6. **Update of the shareholders' meeting rules. Consequent and related resolutions.**

In the extraordinary session

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

- a) Extension of the company duration and consequent amendment of article 4.
- b) 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.

Attendance and representation at shareholders' meetings

Anyone who holds voting rights at the close of business on 14 April 2022 (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 14 April 2022 shall not have the right to attend or vote at the shareholders' meeting.

Due to the emergency caused by the Covid-19 pandemic 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 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently finally amended by Law Decree no. 228 of 30 December 2021, converted with amendments into Law 25 February 2022 no. 15, **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 the 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.

Attendance at the shareholders' meeting by members of the corporate bodies, the secretary and the Designated Representative, and any other parties authorised for this by the chairperson of the board of directors, in accordance with the measures to contain the Covid-19 pandemic as provided by the applicable provisions of the law, may also, or exclusively, be through means of video/telecommunication, with mechanisms that the chairperson will define and communicate to each of the above-mentioned parties in accordance with applicable laws in that case.

With regard to the above, 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 2022**, 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/2022/Ordinary and Extraordinary Shareholders' Meeting of 27 April 2022*, 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 2022** 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 2022** 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.

Questions on the items on the agenda

Pursuant to article 127-*ter* of the Consolidated Law on Finance, anyone 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 +39 051 7096713, or an 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/2022/Ordinary and extraordinary Shareholders' Meeting of 27 April 2022*. The questions must be received by the record date, i.e., by **14 April 2022**.

Consideration will only be given to questions that are 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 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 by 25 April by publication on the company's website, with the option for the company to provide a single answer to questions with similar content.

Additions to the agenda and submission of proposals on the items already on the agenda pursuant to article 126-*bis* of the Consolidated Law on Finance

Pursuant to article 126-*bis* of the Consolidated Law on Finance, shareholders who, including jointly, represent one fortieth of the share capital, may, within ten days from publication of this notice (and therefore **by 27 March 2022**), request other items to be added to the agenda, specifying the additional items proposed in the request, or submit resolution proposals on items already on the agenda. No additions shall be permitted for topics on which the shareholders' meeting will decide, in accordance with the law, upon proposal by the directors or on the basis of a project or report it has prepared, besides those described under article 125-*ter*, paragraph 1, of the Consolidated Law on Finance.

Requests must be made in writing by registered letter with notice of receipt 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 the ownership of shares held by the submitting shareholders as well as the shareholding quota required in order to request additions to the agenda must be provided in a specific notice issued by the intermediary, effective on the date of the request, addressed to azionistiunipolsai@pec.unipol.it.

Any additions to the agenda shall be notified in the same manner provided under the law for notices calling the shareholders' meeting, in accordance with the terms required by prevailing law.

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; said report must be sent to the board of directors within the deadline for submitting the request to add items to the agenda.

Right to submit proposed resolutions individually prior to the shareholders' meeting

In addition to the above, since the shareholders' meeting can only be attended by the Designated Representative, parties entitled to attend the shareholders' meeting who wish to make proposed resolutions on the items on the agenda are asked to make them beforehand, by **11 April 2022**. These proposals where pertinent, will be published on the company's website by the following 12 April so that the parties entitled to vote can express themselves, on an informed basis, also taking account of the new proposals, and allow the Designated Representative to gather any voting instructions relating to them. The requesting party will have to provide documentation proving its right to attend the shareholders' meeting and issue a proxy to the Designated Representative to attend the shareholders' meeting.

Appointment of the board of directors

With respect to the 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, at least one 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. 60 of 28 January 2022, which established the minimum shareholding percentage required to submit the 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 scheduled for the shareholders' meeting (and, therefore, **by 2 April 2022**), by shareholders who, individually or jointly with other shareholders contributing to the submission of the same list, prove that they own a total of at least 1% of the share capital with voting rights at the ordinary session of the shareholders' meeting. Certification of this shareholding quota must be proven by specific communications provided by the depository intermediaries of the shares, valid up to 2 April 2022, and sent to the certified email address azionistiunipolsai@pec.unipol.it even after the lists have been filed, and in any case by 6 April 2022.

Shareholders who submit 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.

The new board of directors must be appointed in accordance with the laws on gender equality pursuant to article 147-ter, paragraph 1-ter, of the Consolidated Law on Finance, pursuant to the mechanisms set out under article 13 of the articles of association and in accordance with the directors' report for the shareholders' meeting.

Information on the share capital

As of today's date, 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, 2,827,580,604 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 and on how to give proxies/sub-proxies and instructions to the Designated Representative can be found on the company website www.unipolsai.com under the section *Governance/Shareholders' Meetings/2022/Ordinary and extraordinary shareholders' meeting of 27 April 2022*.

The reports and proposed resolutions on the 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' report regarding item 2 of the agenda for the ordinary session;
- by 28 March 2022, the directors' reports and proposed resolutions regarding items 1, 4, 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 4 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 5 April 2022, (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 3 on the agenda for the ordinary session;
- by 6 April 2022, the lists of candidates for the appointment of the board of directors.

By 12 April 2022, the financial statements of the subsidiaries and associated companies shall also be made available at the registered office.

The shareholders may obtain copies of said documentation.

Bologna, 17 March 2022

The Chairperson of the Board of Directors
Carlo Cimbri

RIGHT TO SUPPLEMENT THE AGENDA AND TO SUBMIT PROPOSALS ON ITEMS ALREADY ON THE AGENDA PURSUANT TO ART. 126-BIS OF THE TUF

Pursuant to Art. 126-*bis* of Legislative Decree 58/98 (“TUF”), Shareholders which, even jointly, represent one-fortieth of the share capital may request, by 27 March 2022 (tenth day subsequent to the publication of the Shareholders' Meeting Notice), to add to the items on the agenda, by specifying in the request the additional topics proposed, or submit resolution proposals on the items already on the agenda. Matters which, under legal terms, must be decided upon by the Shareholders' Meeting based on a proposal from the Directors or on the basis of a draft or a report submitted by them pursuant to Art. 125-*ter*, paragraph 1 of the TUF, cannot be added to the agenda.

The requests must be made in writing by registered letter with advice of receipt addressed to UnipolSai Assicurazioni S.p.A. - Shareholders' Office - Via Stalingrado 37, 40128 Bologna, or by email to the certified email address: azionistiunipolsai@pec.unipol.it, to be received by the Company by the deadline specified above, and be accompanied by a report on the items the discussion of which is proposed or on the additional proposals. The certification of ownership of the shares held by the requesting Shareholders and the shareholding required to request an addition to the agenda must be set forth in a specific notification provided by the custodian intermediary, effective at the date of such request, addressed to azionistiunipolsai@pec.unipol.it.

Any additions to the agenda shall be announced, in the same forms as those required by law for the Shareholders' Meeting Notice, within the terms set forth in regulations in force.

Shareholders requesting to add to the Shareholders' Meeting agenda must prepare a report indicating the justification of the resolution proposals on the new items the discussion of which is proposed or the justification relating to the additional resolution proposals submitted on the items already on the agenda: the above-mentioned report must be transmitted to the Board of Directors by the final deadline for the submission of the request to add to the agenda.

RIGHT TO POSE QUESTIONS PRIOR TO THE SHAREHOLDERS' MEETING

Pursuant to Art. 127-ter of the TUF, those entitled to vote may submit questions on the items on the agenda even prior to the Shareholders' Meeting, by sending a registered letter addressed to UnipolSai Assicurazioni S.p.A. – Shareholders Office - Via Stalingrado 37, 40128 Bologna, or transmitting the request via fax to no. 051 7096713, or email to the certified email address azionistiunipolsai@pec.unipol.it, or, lastly, by completing the dedicated **Form** present on the Company's website www.unipolsai.com in the *Governance/Shareholders' Meetings/2022/Ordinary and Extraordinary Shareholders' Meeting of 27 April 2022* Section. The requests must be received by the record date, i.e. by 14 April 2022.

Exclusively requests strictly relating to the items on the agenda received by the Company shall be taken into consideration.

The requesting party must provide his or her personal information (surname and name or company name for entities or companies, place and date of birth and tax code) and suitable documentation proving possession of the voting right issued by the intermediary, effective until 14 April 2022 (record date) addressed to azionistiunipolsai@pec.unipol.it.

If the Shareholder has requested the communication regarding its legitimacy to participate in the Shareholders' Meeting from its custodian intermediary, it will be sufficient to include the references of any such communication issued by the intermediary or, at least, the name of the intermediary, in such communication.

Requests received prior to the Shareholders' Meeting will receive a response at the latest on 25 April via publication on the Company's website, with the right for it to provide a single response to any questions with the same content.

RIGHT TO INDIVIDUALLY SUBMIT RESOLUTION PROPOSALS PRIOR TO THE SHAREHOLDERS' MEETING

Taking into account that participation in the Shareholders' Meeting is permitted exclusively via the Designated Representative, the parties entitled to participate in the Shareholders' Meeting that intend to formulate resolution proposals on items on the agenda pursuant to Art. 126-bis, paragraph 1, second-to-last sentence, of the TUF are invited to submit them in advance, by 11 April 2022.

These proposals, after a verification of their pertinence to the items on the agenda and their compliance with applicable regulations, shall be published on the Company's website by the subsequent 12 April, in order to allow those entitled to vote to knowledgeably express themselves, also taking into account these new proposals, and allow the Designated Representative to receive any voting instructions on them as well. The requesting party must provide suitable documentation proving his or her legitimacy to participate in the Shareholders' Meeting and the issue of the proxy to the Designated Representative for participation in the Shareholders' Meeting.

PROCEDURE FOR PARTICIPATION AND VOTING BY PROXY

As noted, considering the emergency linked to the Covid-19 pandemic and to pursue the utmost protection of the health of the Shareholders, corporate officers, employees and advisors of the Company, as permitted by the Decree, **those entitled may participate in the Shareholders' Meeting, without actually entering the location where it will be held, exclusively by granting proxy to the Designated Representative** with the methods set forth herein.

The Company has identified Computershare S.p.A. with Offices in Turin, Via Nizza 262/73, as Designated Representative pursuant to Art. 135-*undecies* of the TUF. The Designated Representative will be available for clarifications or information at +39 011 0923226 or at the email address sedeto@computershare.it.

Those with the voting right that intend to participate in the Shareholders' Meeting must grant a dedicated proxy to the Designated Representative containing voting instructions on all or some of the items on the agenda. The proxy to the Designated Representative pursuant to Art. 135-*undecies* of the TUF may be granted by the end of the 2nd trading day prior to the date of the Shareholders' Meeting and, therefore, by **25 April 2022**. The proxy is effective only for the proposals in relation to which voting instructions have been provided.

The proxy pursuant to Art. 135-*undecies* of the TUF and the relative voting instructions may be revoked by the above-mentioned term of 25 April 2021, with the same methods as those established for granting it.

The above-mentioned proxy pursuant to Art. 135-*undecies* of the TUF to the Designated Representative may also be granted, **by 12:00 p.m. on 26 April 2022**, using the specific web application developed and managed directly by Computershare S.p.A., through which it is possible to proceed with the guided completion of the Designated Representative proxy form, accessible directly from the dedicated section of the UnipolSai website.

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 2022** to Computershare S.p.A.

The proxy and/or sub-proxy shall be effective only for the resolutions proposed to the Shareholders' Meeting for which the delegating party has provided voting instructions.

The Shareholders holding shares deposited at the Company may participate in the Shareholders' Meeting, exclusively through the Designated Representative, by sending a communication to the certified email address azionistiunipolsai@pec.unipol.it or via fax to +39 051 7096713, or by calling +39 055 5095308.

For this Shareholders' Meeting, there are no voting by correspondence or electronic voting procedures.

The Designated Representative proxy form pursuant to Art. 135-*undecies* of the Consolidated Law on Finance will be available for downloading and printing in the dedicated section of the

UnipolSai website under *Proxy/sub-proxy form for the exclusive Designated Representative for the Ordinary and Extraordinary Shareholders' Meeting*, starting from April 12th.

Also starting from April 12th, the proxy and/or sub-proxy form pursuant to Art. 135-*novies* of the Consolidated Law on Finance to the Designated Representative will also be available for downloading and printing in the dedicated section of the UnipolSai website under *Proxy/sub-proxy form for the Designated Representative for the Ordinary and Extraordinary Shareholders' Meeting*.

The **proxy** issued according to one of the above-mentioned forms, to be sent to the Company via the Designated Representative with the **voting instructions** reserved to it, along with an ID and any documentation proving signing authority, must be received within the terms specified on the relative forms with one of the following methods:

- 1) **Certified Email Account Holders:** if the delegating party (also legal entity) has a certified email account, a copy of the electronically reproduced (PDF format) proxy may be sent to the address unipolsai@pecserviziotitoli.it;
- 2) **Holders of Advanced electronic, qualified or digital signature (FEA):** the delegating party with FEA may transmit the copy of the electronically reproduced proxy with an Advanced Electronic Signature, including via ordinary email, to the address unipolsai@pecserviziotitoli.it;
- 3) **Ordinary Email Account Holders:** the delegating party may send a copy of the electronically reproduced (PDF format) proxy to the address unipolsai@pecserviziotitoli.it. In this case, the original proxy, instructions and a copy of the correlated documentation must be transmitted to the offices of Computershare S.p.A. via Nizza 262/73 10126 Turin;
- 4) **Via FAX to the number:** 011 0923202.

If the proxy form is sent with methods and in terms other than those specified above or sent exclusively by mail, the delegating party will not be ensured that the proxy will be properly granted to the Designated Representative.

UnipolSai Assicurazioni S.p.A.

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Share capital
€ 2,031,456,338.00 fully paid-up
Bologna Register of Companies
Tax No. 00818570012
VAT No. 03740811207
R.E.A. No. 511469

A company subject
to management and coordination
by Unipol Gruppo S.p.A.,
entered in Section I of the Insurance
and Reinsurance Companies List
at No. 1.00006
and a member of the
Unipol Insurance Group,
entered in the Register of
the parent companies – No. 046

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