



JOINT PRESS RELEASE
“EXTRAORDINARY TRANSACTIONS”

Bologna, 17 February 2020

With reference to the extraordinary transactions announced today, providing for:

- (i) the promotion by Intesa Sanpaolo S.p.A. (“**Intesa**”) of a non pre-arranged voluntary public exchange offer for all the shares of UBI Banca S.p.A. (the “**public exchange offer**”);
- (ii) once the public exchange offer has been successfully concluded, the acquisition by BPER Banca S.p.A. (“**BPER**” or the “**Bank**”) of a company division comprising bank branches and related assets, liabilities and legal relations (the “**Banking Division**”),

UnipolSai Assicurazioni S.p.A. signed an agreement with Intesa for the subsequent acquisition, directly or through a subsidiary, of company divisions relating to one or more insurance companies that UBI Banca currently has stakes in (BancAssurance Popolari S.p.A., Lombarda Vita S.p.A. and Aviva Vita S.p.A.), comprising the life insurance policies taken out by the Banking Division customers and related assets, liabilities and legal relations (the “**Insurance Divisions**”).

UnipolSai Assicurazioni and Intesa will define the Insurance Divisions and their subsequent transfer as soon as access can be obtained to the data and information of BancAssurance Popolari, Lombarda Vita and Aviva Vita, also in accordance with prevailing law, and subject to certain conditions being met, including accomplishment of the transactions described in paragraphs (i) and (ii) above and the gaining control of Lombarda Vita and Aviva Vita by UBI Banca. The BancAssurance Popolari Insurance Division, already fully held by UBI Banca, may be transferred in any case, regardless of whether the other Insurance Divisions are sold.

The consideration for the transfer of the Insurance Divisions will be calculated on the basis of the same measurement criteria used to calculate the price paid by UBI Banca to gain potential control of Lombarda Vita and Aviva Vita, and with regard to the BancAssurance Popolari Insurance Division, on the basis of its asset value.

With regard to the decisions made by the Board of Directors of BPER regarding the acquisition of the Banking Division and the consequent capital increase of the Bank for a maximum amount of €1,000,000,000 (the “Capital Increase”) to give it the resources needed to carry out the transaction and keep the capital ratios in line with those recorded on 31 December 2019, the Unipol Group and UnipolSai Assicurazioni, approving said acquisition for the BPER Group, informed the applicable Bank bodies of their approval and willingness to subscribe to their portion of the Capital Increase.

Unipol Gruppo S.p.A.

Unipol is one of the main 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 approximately €14.0bn, of which €8.2bn in Non-Life and €5.8bn in Life (2019 figures). Unipol adopts an integrated offer strategy and covers the entire range of insurance and financial products, operating primarily through the subsidiary UnipolSai Assicurazioni S.p.A. The Group is also active in direct MV insurance (Linear Assicurazioni), transport and aviation insurance (Siat), health insurance (UniSalute), supplementary pensions and also covers the bancassurance channel (Arca Vita, Arca Assicurazioni and Incontra). It also manages significant diversified assets in the debt collection (UnipolReC), real estate, hotel (Gruppo UNA), medical-healthcare and agricultural (Tenute del Cerro) sectors. Unipol Gruppo S.p.A. is listed on the Italian Stock Exchange.

UnipolSai Assicurazioni S.p.A.

UnipolSai Assicurazioni S.p.A. is the insurance company of the Unipol Group, Italian leader in the Non-Life Business, in particular in MV and Health. Also active in Life Business, UnipolSai has a portfolio of over 10 million customers and holds a leading position in the national ranking of insurance groups with a direct income amounting to approximately €14.0bn, of which €8.2bn in Non-Life Business and €5.8bn in Life Business (2019 figures). The company has the largest agency network in Italy, with about 2,500 insurance agencies spread across the country. UnipolSai is also active in direct MV insurance (Linear Assicurazioni), transport and aviation insurance (Siat), health insurance (UniSalute), supplementary pensions and also covers the bancassurance channel (Arca Vita, Arca Assicurazioni and Incontra). It also manages significant diversified assets in the real estate, hotel (Gruppo UNA), medical-healthcare and agricultural (Tenute del Cerro) sectors. UnipolSai Assicurazioni is a subsidiary of Unipol Gruppo S.p.A. and is also listed on the Italian Stock Exchange.

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