UNIPOL GRUPPO: FITCH AGGIORNA IL RATING DI UNIPOLSAI A “BBB”

Bologna, 7 maggio 2020

L’agenzia di rating Fitch Ratings, a seguito dell’abbassamento del rating sovrano dell’Italia, ha automaticamente rivisto l’Insurer Financial Strength Rating (IFSR) di UnipolSai Assicurazioni S.p.A. a “BBB” da “BBB+”. Conseguentemente anche il Long-Term Issuer Default Rating (IDR) assegnato a Unipol Gruppo S.p.A. è passato a “BBB-” da “BBB”, insieme ai rating delle emissioni di debito del Gruppo Unipol, tutti aggiornati di 1 notch:

- i prestiti senior di Unipol Gruppo S.p.A. sono passati a “BB+”;
- i prestiti subordinati con scadenza 2021 e 2023 di UnipolSai Assicurazioni S.p.A. sono passati a “BB+”;
- il prestito subordinato con scadenza 2028 di UnipolSai Assicurazioni S.p.A. è passato a “BB”;
- il prestito subordinato perpetuo di UnipolSai Assicurazioni S.p.A. è passato a “BB”.

L’agenzia di rating ha, nel contempo, migliorato l’outlook dei suddetti rating passandoli da “negative” a “stabile”.

Si allega il testo integrale del comunicato stampa emesso dall’agenzia Fitch.

Unipol Gruppo S.p.A.

Unipol è uno dei principali gruppi assicurativi in Europa e leader in Italia nel Ramo Danni (in particolare nei settori Auto e Salute), con una raccolta complessiva pari a circa 14,0 miliardi di euro, di cui 8,2 miliardi nei Rami Danni e 5,8 miliardi nei Rami Vita (dati 2019). Unipol adotta una strategia di offerta integrata e copre l’intera gamma dei prodotti assicurativi e finanziari, operando principalmente attraverso la controllata UnipolSai Assicurazioni S.p.A.. Il Gruppo è attivo inoltre nell’assicurazione auto diretta (Linear Assicurazioni), nell’assicurazione trasporti ed aviazione (Siat), nella tutela della salute (UniSalute), nella previdenza integrativa e presidia il canale della bancassicurazione (Arca Vita, Arca Assicurazioni e Incontra). Gestisce inoltre significative attività diversificate nei settori del recupero crediti (UnipolRec), immobiliare, alberghiero (Gruppo UNA), medico-sanitario e agricolo (Tenute del Cerro). Unipol Gruppo S.p.A. è quotata alla Borsa Italiana.

UnipolSai Assicurazioni S.p.A.

Fitch Ratings - Frankfurt am Main - 07 May 2020: Fitch Ratings has downgraded Unipol Gruppo SpA's and UnipolSai Assicurazioni SpA's (Unipol's primary insurance subsidiary, together Unipol) Long-Term Issuer Default Ratings (IDR) to 'BBB-' from 'BBB'. Fitch has also downgraded UnipolSai's Insurer Financial Strength (IFS) Rating to 'BBB' (Good) from 'BBB+' (Good). The Outlooks are Stable. A full list of rating actions is at the end of this commentary.

KEY RATING DRIVERS

The rating actions follow the downgrade of Italy's sovereign rating to 'BBB-' from 'BBB' (see "Fitch Downgrades Italy to 'BBB-'; Outlook Stable", dated 28 April 2020, at www.fitchratings.com). Unipol's credit quality is highly linked to Italy's sovereign rating given the group's exposure to Italian sovereign debt. The Stable Outlook reflects that on Italy's sovereign rating.
Fitch views Unipol's exposure to Italian sovereign debt as high at 2.8x consolidated shareholders' equity at 1Q20. However, this was down from 4.0x at end-2018. Unipol's risky assets ratio (RAR), which measures the ratio of risky assets to capital, weakened to 2.3x consolidated shareholders' equity at end-2019 from 2.0x. Fitch considers a portion of an insurer's exposure to sovereign investments as risky assets. As a result of Italy's downgrade, this portion has increased to 50% from 30%, as per Fitch's insurance criteria.

Fitch has lowered Italy's score for "Industry Profile and Operating Environment" (IPOE) and, as a result, Unipol's assessment for "Business Profile", both defined under the agency's insurance criteria. This follows Italy's downgrade. The lowering of Italy's IPOE score reflects Italy's relatively higher economic and country risks. The "Business Profile" scoring is tethered to the IPOE score to reflect our assessment of country risk.

The ratings also reflect Fitch's current assessment of the impact of the coronavirus pandemic, including its economic impact, under a set of ratings assumptions described below. These assumptions were used by Fitch to develop pro-forma financial metrics for Unipol that Fitch compared with both ratings guidelines defined in its criteria, and relative to previously established Rating Sensitivities for Unipol.

Our pro-forma analysis did not result in a change in our overall assessment of Unipol's creditworthiness. This reflects Unipol's solid underlying insurance financial performance and strong and resilient capitalisation. Fitch considers Unipol's "Capitalisation and Leverage" strong as measured by Fitch's Prism Factor-Based Capital Model (Prism FBM). Prism FBM improved to 'Strong' based both on end-2019 figures as well as per Fitch's pro-forma assumptions compared with end-2018 (Adequate). Unipol's pro-forma Prism FBM score did not breach the prior downgrade sensitivity for this metric.

The company's financial leverage ratio (FLR) improved both based on reported numbers as of end-2019 (35%) as well as the pro-forma result (37%) compared with 2018 (39%).

Assumptions for Coronavirus Impact (Rating Case):

Fitch used the following key assumptions, which are designed to identify areas of vulnerability, in support of the pro-forma ratings analysis discussed above:

--Decline in key stock market indices by 35% relative to 1 January 2020.
--Increase in two-year cumulative high yield bond default rate to 13%, applied to current non-investment grade assets, as well as 12% of 'BBB' assets.

--Both upward and downward pressure on interest rates, with spreads widening (including high yield by 400bp) coupled with notable declines in government rates.

--Capital markets access is limited for issuers at senior debt levels of 'BBB' and below.

--A COVID-19 infection rate of 5% and a mortality rate (as a percentage of infected) of 1%.

--For the non-life and reinsurance sectors, a negative impact on the industry-level accident year loss ratio from COVID-19-related claims at 3.5pp, partially offset by a favorable impact from the auto line averaging 2.0pp.

**RATING SENSITIVITIES**

The ratings remain sensitive to any material change in Fitch's Rating Case assumptions with respect to the coronavirus pandemic. Periodic updates to our assumptions are possible given the rapid pace of changes in government actions in response to the pandemic, and the pace with which new information is available on the medical aspects of the outbreak. An indication of how ratings would be expected to be impacted under a set of Stress Case assumptions is included at the end of this section to help frame sensitivities to a severe downside scenario.

Factors that could, individually or collectively, lead to negative rating action/downgrade:

--A material adverse change in Fitch's Ratings Assumptions with respect to the coronavirus impact.

--A one-notch downgrade of Italy's Long-Term Local-Currency IDR, which is likely to lead to a downgrade of Unipol's ratings by one to two notches.

--A decrease in Unipol's Prism FBM score below 'Strong' and the FLR weakening to above 40%.
Factors that could, individually or collectively, lead to positive rating action/upgrade:

--A material positive change in Fitch's Ratings Assumptions with respect to the coronavirus impact.

--Positive rating action would be prefaced by Fitch's ability to reliably forecast the impact of the coronavirus pandemic on the financial profile of both the Italian insurance industry and Unipol.

--A substantial reduction in Unipol's exposure to Italian sovereign debt, which is likely to lead to an upgrade of Unipol's ratings.

--A one-notch upgrade of Italy's Long-Term Local-Currency IDR, which is likely to lead to a one-notch upgrade of Unipol's ratings.

Stress Case Sensitivity Analysis

--Fitch's Stress Case assumes a 60% stock market decline, two-year cumulative high yield bond default rate of 22%, high yield bond spreads widening by 600bp and more prolonged declines in government rates, heightened pressure on capital markets access, a COVID-19 infection rate of 15% and mortality rate of 0.75%, an adverse non-life industry-level loss ratio impact of 7pp for COVID-19 claims partially offset by a favorable 3pp for motor and a one-notch lower sovereign rating.

--The implied rating impact under the Stress Case would be an additional downgrade of at least two notches.

BEST/WORST CASE RATING SCENARIO

International scale credit ratings of Financial Institutions issuers have a best-case rating upgrade scenario (defined as the 99th percentile of rating transitions, measured in a positive direction) of three notches over a three-year rating horizon; and a worst-case rating downgrade scenario (defined as the 99th percentile of rating transitions, measured in a negative direction) of four notches over three years. The complete span of best- and worst-case scenario credit ratings for all rating categories ranges from 'AAA' to 'D'. Best- and worst-case scenario credit ratings are based on historical performance. For more information about the methodology used to determine sector-specific best- and
worst-case scenario credit ratings, visit https://www.fitchratings.com/site/re/10111579.

REFERENCES FOR SUBSTANTIALLY MATERIAL SOURCE CITED AS KEY DRIVER OF RATING

The principal sources of information used in the analysis are described in the Applicable Criteria.

ESG CONSIDERATIONS

The highest level of ESG credit relevance, if present, is a score of 3. This means ESG issues are credit-neutral or have only a minimal credit impact on the entity(ies), either due to their nature or to the way in which they are being managed by the entity(ies). For more information on Fitch's ESG Relevance Scores, visit www.fitchratings.com/esg.

RATING ACTIONS

<table>
<thead>
<tr>
<th>ENTITY/DEBT</th>
<th>RATING</th>
</tr>
</thead>
<tbody>
<tr>
<td>UnipolSai Assicurazioni S.p.A.</td>
<td>LT BB-</td>
</tr>
<tr>
<td></td>
<td>IDR</td>
</tr>
<tr>
<td></td>
<td>Ins</td>
</tr>
<tr>
<td></td>
<td>BBB</td>
</tr>
<tr>
<td></td>
<td>Fin</td>
</tr>
<tr>
<td></td>
<td>Downgrade</td>
</tr>
<tr>
<td></td>
<td>Str</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>• subordinated</td>
<td>LT BB</td>
</tr>
<tr>
<td>• senior unsecured</td>
<td>LT BB-</td>
</tr>
<tr>
<td>• subordinated</td>
<td>LT BB+</td>
</tr>
</tbody>
</table>

Unipol Gruppo | LT BB- | Downgrade |

VIEW ADDITIONAL RATING DETAILS

FITCH RATINGS ANALYSTS

Alberto Messina
Director
Primary Rating Analyst
+49 69 768076 234
Fitch Deutschland GmbH Neue Mainzer Strasse 46 - 50 Frankfurt am Main D-60311

Robert Mazzuoli, CFA
Director
Secondary Rating Analyst
+49 69 768076 167

Willem Loots, FIA
Senior Director
Committee Chairperson
+44 20 3530 1808

MEDIA CONTACTS
Athos Larkou
London
+44 20 3530 1549
athos.larkou@thefitchgroup.com

Additional information is available on www.fitchratings.com

APPLICABLE CRITERIA

Insurance Rating Criteria (pub. 02 Mar 2020) (including rating assumption sensitivity)

APPLICABLE MODELS

Numbers in parentheses accompanying applicable model(s) contain hyperlinks to criteria providing description of model(s).

Prism Factor-Based Capital Model, v1.7.1 (1)

ADDITIONAL DISCLOSURES

Dodd-Frank Rating Information Disclosure Form
Solicitation Status
Endorsement Policy

ENDORSEMENT STATUS
Fitch Downgrades UnipolSai’s IFS to ‘BBB’ on Sovereign Downgrade; Outlook Stable

5/7/2020

Unipol Gruppo S.p.A.  EU Issued
UnipolSai Assicurazioni S.p.A.  EU Issued

DISCLAIMER

ALL FITCH CREDIT RATINGS ARE SUBJECT TO CERTAIN LIMITATIONS AND DISCLAIMERS. PLEASE READ THESE LIMITATIONS AND DISCLAIMERS BY FOLLOWING THIS LINK: HTTPS://WWW.FITCHRATINGS.COM/UNDERSTANDINGCREDITRATINGS. IN ADDITION, THE FOLLOWING HTTPS://WWW.FITCHRATINGS.COM/RATING-DEFINITIONS-DOCUMENT DETAILS FITCH’S RATING DEFINITIONS FOR EACH RATING SCALE AND RATING CATEGORIES, INCLUDING DEFINITIONS RELATING TO DEFAULT. PUBLISHED RATINGS, CRITERIA, AND METHODOLOGIES ARE AVAILABLE FROM THIS SITE AT ALL TIMES. FITCH'S CODE OF CONDUCT, CONFIDENTIALITY, CONFLICTS OF INTEREST, AFFILIATE FIREWALL, COMPLIANCE, AND OTHER RELEVANT POLICIES AND PROCEDURES ARE ALSO AVAILABLE FROM THE CODE OF CONDUCT SECTION OF THIS SITE. DIRECTORS AND SHAREHOLDERS RELEVANT INTERESTS ARE AVAILABLE AT HTTPS://WWW.FITCHRATINGS.COM/SITE/REGULATORY. FITCH MAY HAVE PROVIDED ANOTHER PERMISSIBLE SERVICE TO THE RATED ENTITY OR ITS RELATED THIRD PARTIES. DETAILS OF THIS SERVICE FOR RATINGS FOR WHICH THE LEAD ANALYST IS BASED IN AN EU-REGISTERED ENTITY CAN BE FOUND ON THE ENTITY SUMMARY PAGE FOR THIS ISSUER ON THE FITCH WEBSITE.

READ LESS

COPYRIGHT

Copyright © 2020 by Fitch Ratings, Inc., Fitch Ratings Ltd. and its subsidiaries. 33 Whitehall Street, NY, NY 10004. Telephone: 1-800-753-4824, (212) 908-0500. Fax: (212) 480-4435. Reproduction or retransmission in whole or in part is prohibited except by permission. All rights reserved. In issuing and maintaining its ratings and in making other reports (including forecast information), Fitch relies on factual information it receives from issuers and underwriters and from other sources Fitch believes to be credible. Fitch conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction. The manner of Fitch's factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the

jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors. Users of Fitch's ratings and reports should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information Fitch relies on in connection with a rating or a report will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to Fitch and to the market in offering documents and other reports. In issuing its ratings and its reports, Fitch must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings and forecasts of financial and other information are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings and forecasts can be affected by future events or conditions that were not anticipated at the time a rating or forecast was issued or affirmed. The information in this report is provided "as is" without any representation or warranty of any kind, and Fitch does not represent or warrant that the report or any of its contents will meet any of the requirements of a recipient of the report. A Fitch rating is an opinion as to the creditworthiness of a security. This opinion and reports made by Fitch are based on established criteria and methodologies that Fitch is continuously evaluating and updating. Therefore, ratings and reports are the collective work product of Fitch and no individual, or group of individuals, is solely responsible for a rating or a report. The rating does not address the risk of loss due to risks other than credit risk, unless such risk is specifically mentioned. Fitch is not engaged in the offer or sale of any security. All Fitch reports have shared authorship. Individuals identified in a Fitch report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only. A report providing a Fitch rating is neither a prospectus nor a substitute for the information assembled, verified and presented to investors by the issuer and its agents in connection with the sale of the securities. Ratings may be changed or withdrawn at any time for any reason in the sole discretion of Fitch. Fitch does not provide investment advice of any sort. Ratings are not a recommendation to buy, sell, or hold any security. Ratings do not comment on the adequacy of market price, the suitability of any security for a particular investor, or the tax-exempt nature or taxability of
payments made in respect to any security. Fitch receives fees from issuers, insurers, guarantors, other obligors, and underwriters for rating securities. Such fees generally vary from US$1,000 to US$750,000 (or the applicable currency equivalent) per issue. In certain cases, Fitch will rate all or a number of issues issued by a particular issuer, or insured or guaranteed by a particular insurer or guarantor, for a single annual fee. Such fees are expected to vary from US$10,000 to US$1,500,000 (or the applicable currency equivalent). The assignment, publication, or dissemination of a rating by Fitch shall not constitute a consent by Fitch to use its name as an expert in connection with any registration statement filed under the United States securities laws, the Financial Services and Markets Act of 2000 of the United Kingdom, or the securities laws of any particular jurisdiction. Due to the relative efficiency of electronic publishing and distribution, Fitch research may be available to electronic subscribers up to three days earlier than to print subscribers.

For Australia, New Zealand, Taiwan and South Korea only: Fitch Australia Pty Ltd holds an Australian financial services license (AFS license no. 337123) which authorizes it to provide credit ratings to wholesale clients only. Credit ratings information published by Fitch is not intended to be used by persons who are retail clients within the meaning of the Corporations Act 2001. Fitch Ratings, Inc. is registered with the U.S. Securities and Exchange Commission as a Nationally Recognized Statistical Rating Organization (the "NRSRO"). While certain of the NRSRO's credit rating subsidiaries are listed on Item 3 of Form NRSRO and as such are authorized to issue credit ratings on behalf of the NRSRO (see https://www.fitchratings.com/site/regulatory), other credit rating subsidiaries are not listed on Form NRSRO (the "non-NRSROs") and therefore credit ratings issued by those subsidiaries are not issued on behalf of the NRSRO. However, non-NRSRO personnel may participate in determining credit ratings issued by or on behalf of the NRSRO.

### SOLICITATION STATUS

The ratings above were solicited and assigned or maintained at the request of the rated entity/issuer or a related third party. Any exceptions follow below.

### ENDORSEMENT POLICY

Fitch's approach to ratings endorsement so that ratings produced outside the EU may be used by regulated entities within the EU for regulatory purposes, pursuant to the terms of the EU Regulation with respect to credit rating agencies, can be found on the EU Regulatory Disclosures page. The endorsement status of all International ratings is provided within the entity summary page for each
rated entity and in the transaction detail pages for all structured finance transactions on the Fitch website. These disclosures are updated on a daily basis.