

Unipol Gruppo S.p.A.

Registered Office in Bologna, Via Stalingrado 45 – Share Capital €3,365,292,408.03 fully paid-up - Tax Identification Number and Bologna Companies' Register Number 00284160371
Parent of the Unipol Insurance Group in the Register of Insurance Groups under Number 046 - Parent of the Unipol Banking Group

NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

A combined ordinary and extraordinary session of the Shareholders' Meeting of Unipol Gruppo S.p.A. is hereby called for 18 April 2019, at 10:30 am, at the Villa Cicogna Conference Centre, Via Palazzetti 1N, San Lazzaro di Savena (Bologna), to consider the following

AGENDA

In the ordinary session

- 1 Financial Statements as at 31 December 2018; Directors' Report; Board of Statutory Auditors' and Independent Auditors' Report. Consequent and related Resolutions.
- 2 Appointment of the Board of Directors for financial years 2019, 2020 and 2021, subject to establishing the number of members and setting their compensation. Consequent and related Resolutions.
- 3 Appointment of the Board of Statutory Auditors and its Chairperson for financial years 2019, 2020 and 2021 and setting their remuneration. Consequent and related Resolutions.
- 4 Engaging independent auditors for the financial years 2021-2029. Consequent and related Resolutions.
- 5 Remuneration policies pursuant to Institute for the Supervision of Insurance "IVASS" Regulation no. 38/2018 and Remuneration Report pursuant to article 123-ter of the Consolidated Law on Finance. Consequent and related Resolutions.
- 6 Compensation Plan based on financial instruments pursuant to article 114-bis of the Consolidated Law on Finance. Consequent and related Resolutions.
- 7 Acquisition and disposal of treasury stock. Consequent and related Resolutions.

In the extraordinary session

- 1 Amendments to Articles 8, 10, 13, 14 and 17 of the Articles of Association, also to meet the requirements of IVASS Regulation no. 38/2018. Consequent and related Resolutions.

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Participation and representation at the Shareholders' Meeting

Anyone who holds ordinary shares as at the close of business on 9 April 2019 (record date) and for whom the Company has received notice from the authorised intermediary shall be entitled to participate and exercise voting rights at the Shareholders' Meeting.

Those who only hold shares after 9 April 2019 shall not have the right to participate and vote at the Shareholders' Meeting.

Holders of ordinary shares of Unipol Gruppo that are not deposited with Monte Titoli S.p.A. may only exercise the rights related to these shares subject to delivering them to an intermediary for entry into the centralised management system.

Holders of voting rights may be represented at the Shareholders' Meeting by written proxy, in accordance with applicable provisions of law. The proxy form that will be available on the Company website www.unipol.it under the section *Governance/Shareholders' Meetings/2019/Ordinary and extraordinary shareholders' meeting of 18 April 2019* may be used for this purpose.

The instructions on the form must be followed for the appointment and notification of proxies, even if electronic. If the proxy form cannot be made available electronically for technical reasons, it will be sent upon simple request to be made by calling +39 055 4794308.

The Company has appointed Computershare S.p.A. with offices in Turin, Via Nizza 262/73, as Representative pursuant to article 135-undecies of Legislative Decree No. 58 of 24 February 1998 ("Consolidated Law on Finance"), who shareholders with voting rights can appoint as proxy with voting instructions for all or some of the proposals on the agenda. The proxy should be given to the Representative appointed by the Company by 16 April 2019, following the instructions and using the specific proxy form that will be available on the Company website www.unipol.it under the section *Governance/Shareholders' Meetings/2019/Ordinary and extraordinary shareholders' meeting of 18 April 2019*. This section contains instructions for giving notice of the proxy electronically or for withdrawing the proxy, within the above-mentioned deadline, and the voting instructions; the proxy shall only be valid for the proposals for which voting instructions were given. For any further information, Shareholders may contact the appointed Representative at the number +39 011 0923200.

Holders of shares deposited with the Company will be able to attend the Shareholders' Meeting subject to submitting notice electronically to the certified email address segreteria@pec.unipol.it, or by fax to +39 055 4792006, or by calling +39 055 4794308.

Questions on the items on the agenda

Pursuant to article 127-ter of the Consolidated Law on Finance, those with voting rights may submit questions on the items on the agenda even prior to the Shareholders' Meeting, by sending a registered letter to Unipol Gruppo S.p.A. – Segreteria Generale – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by fax to +39 055 4792006, or to the certified email address: segreteria@pec.unipol.it or by filling out the specific form available on the website www.unipol.it under the section *Governance/Shareholders' Meetings/2019/Ordinary and extraordinary shareholders' Meeting of 18 April 2019*. Questions must be received by the end of the third day before the date set for the meeting, i.e. by 15 April 2019.

Consideration will only be given to questions 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 segreteria@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 during the Shareholders' Meeting, with the option for the Company to provide a single answer to multiple questions with similar content.

Additions to the agenda

Pursuant to article 126-bis of the Consolidated Law on Finance, Shareholders who, individually or jointly, represent one fortieth of the share capital, may, within ten days from publication of this notice, so by 17 March 2019, request other items to be added to the agenda, specifying the additional items proposed in their request, or submit resolution proposals on items already on the agenda. No additions are allowed for matters on which the Shareholders' Meeting will pass resolutions, according to law, upon the proposal of the Directors or on the basis of a project or report it has prepared, besides those referred to in article 125-ter, Paragraph 1, of the Consolidated Law on Finance.

Requests must be made in writing with a registered letter with notice of receipt sent to Unipol Gruppo S.p.A. – Segreteria Generale – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or to the certified email address segreteria@pec.unipol.it.

Certification proving ownership of the shares held by the Shareholders making the request, and the shareholding required to request additions to the agenda must be provided in a specific notice issued by the depository intermediary, valid as of the date of the request, addressed to segreteria@pec.unipol.it.

Any additions to the agenda shall be notified in the same manner prescribed by law for the notice convening the Shareholders' Meeting, within the terms required by current legislation. 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; the aforementioned report must be forwarded to the Board of Directors within the deadline for submitting the request to add items to the agenda.

Appointment of the Board of Directors

With respect to appointment of the Board of Directors, article 10 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 terms and according to the procedures and limits pursuant to the aforementioned article 10 of the Articles of Association and CONSOB Departmental Decision no. 13 of 24 January 2019, which established the minimum shareholding percentage required to submit 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 segreteria@pec.unipol.it, at least twenty-five days before the date set for the Shareholders' Meeting (and, therefore, by 24 March 2019), by Shareholders who, individually or jointly with other Shareholders contributing to the same list, prove that they own a total of at least 1% of the share capital with voting rights at the Ordinary Shareholders' Meeting. Certification of this shareholding must be proven by specific notices provided by the depository intermediaries of the shares, valid up to 24 March 2019, and sent to the certified email address segreteria@pec.unipol.it even after the lists have been filed, and, in any case, by 28 March 2019.

Shareholders submitting 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 Majority Shareholder, or with Shareholders who are members of the Shareholders' Agreement, which is relevant in accordance with article 122 of the Consolidated Law on Finance, which links certain Unipol shareholders.

Finally, the new Board of Directors must be appointed in accordance with the regulation on gender balance introduced by Law No. 120 of 12 July 2011, according to the procedure set out under article 10 of the Articles of Association and in accordance with the Directors' report for the Shareholders' Meeting.

Appointment of the Board of Statutory Auditors

With respect to the appointment of the Board of Statutory Auditors, article 17 of the Articles of Association provides for a list voting mechanism, which allows, as required by current legislation, a statutory member and an alternate member of the Board of Statutory Auditors to be elected by the minority list, and that the Chairperson of the Board is a statutory member elected by the minority.

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 17 of the Articles of Association and CONSOB Departmental Decision no. 13 of 24 January 2019, which established the minimum shareholding percentage required to submit 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 segreteria@pec.unipol.it, at least twenty-five days before the date set for the Shareholders' Meeting (and, therefore, by 24 March 2019), by Shareholders who, individually or jointly with other Shareholders contributing to the same list, prove that they own a total of at least 1% of the share capital with voting rights at the Ordinary Shareholders' Meeting. Certification of this shareholding must be proven by specific notices provided by the depository intermediaries of the shares, valid up to 24 March 2019, and sent to the certified email address segreteria@pec.unipol.it even after the lists have been filed and, in any case, by 28 April 2019. If only one list has been submitted, or only lists submitted by interconnected Shareholders pursuant to article 144-quinquies of CONSOB Issuers' Regulation, by the deadline for filing the lists, additional lists may be submitted up to the third day following that date (and, therefore, by 27 April 2019); in this case, the threshold for presenting the list is reduced to 0.50% of the share capital with voting rights.

Shareholders submitting 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 144-quinquies of the Issuers' Regulation, with the Majority Shareholder, or with Shareholders who are members of the Shareholders' Agreement, which is relevant in accordance with article 122 of the Consolidated Law on Finance, which links certain Unipol shareholders.

Finally, the new Board of Statutory Auditors must be appointed in accordance with the regulation on gender balance introduced by Law No. 120 of 12 July 2011, according to the procedure set out under article 17 of the Articles of Association and in accordance with the Directors' report for the Shareholders' Meeting.

Information on share capital

As of today's date, the share capital of Unipol Gruppo is €3,365,292,408.03, divided into 717,473,508 ordinary shares without par value. As at the same date, 715,470,209 ordinary shares have voting rights, excluding treasury stock and those held by subsidiaries.

Documentation and further information

Further information and detailed instructions on the rights that may be exercised by Shareholders can be found on the Company website www.unipol.it under the section *Governance/Shareholders' Meetings/2019/Ordinary and extraordinary shareholders' meeting of 18 April 2019*.

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, as well as 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' Reports regarding items 2 and 3 of the agenda for the ordinary session;
- by 19 March 2019, the Directors' Reports and proposed resolutions regarding items 1, 4, 6 and 7 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 6 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 27 March 2019, (i) the Annual Financial Report and other documents pursuant to article 154-ter, paragraph 1 of the Consolidated Law on Finance, together with the Consolidated non-financial statement pursuant to Legislative Decree 254/2016, (ii) the Annual Report on Corporate Governance and Ownership Structure, including the Policy on diversity, pursuant to article 123-bis of the Consolidated Law on Finance, and (iii) the Directors' Report and proposed resolutions regarding item 5 on the agenda for the ordinary session;
- by 28 March 2019, the lists, if any, of candidates for the appointment of the Board of Directors and the Board of Statutory Auditors.

By 2 April 2019, the financial statements of the subsidiaries and associated companies shall be made available at the registered office.

The Shareholders may obtain copies of that documentation.

Eligible parties should arrive earlier than the time scheduled for the Shareholders' Meeting in order to facilitate the registration process, which will begin at 9:30 am.

Bologna, 7 March 2019

The Chairman of the Board of Directors
Pierluigi Stefanini