

## 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 entered in the Register of Insurance Groups under Number 046 - Parent of the Unipol Banking Group

### EXTRACT OF NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING (pursuant to article 125-bis, paragraph 1 of Legislative Decree no. 58/1998)

## 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

Entitlement to attend the Shareholders' Meeting and exercise voting rights must be certified by a notice issued to the Company by an authorised intermediary, in accordance with its accounting records, for the party with voting rights.

This notice must be issued by the intermediary on the basis of the records existing on the record date (9 April 2019), corresponding to the seventh trading day before the date of the Shareholders' Meeting.

All eligible parties may be represented at the Shareholders' Meeting by proxy granted in accordance with the law, using the form available on the Company website ([www.unipol.it](http://www.unipol.it)) under the section *Governance/Shareholders' Meetings/2019/Ordinary and extraordinary shareholders' meeting of 18 April 2019*.

The Company has appointed Computershare S.p.A. as the Representative to which proxies may be granted with voting instructions. The form to be used to grant proxy to this appointed Representative will be available on the above website of the Company and sent to any requesting parties that call +39 011 0923200.

#### Documentation and further information

The full notice calling the Shareholders' Meeting, available on the Company website ([www.unipol.it](http://www.unipol.it) under the section *Governance/Shareholders' Meetings/2019/Ordinary and extraordinary shareholders' meeting of 18 April 2019*), contains all information and detailed instructions on the rights that may be exercised by Shareholders, regarding the presentation of lists for the appointment of the Board of Directors and the Board of Statutory Auditors, the right to submit questions and any additions to the agenda.

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](http://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.

Bologna, 7 March 2019

The Chairman of the Board of Directors  
Pierluigi Stefanini