

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 Company of the Unipol Insurance Group entered on the Register of holding companies under number 046

EXCERPT FROM THE 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 30 April 2020, at 10.30 am, at the corporate headquarters at Porta Europa, in Bologna, Via Stalingrado 37, to consider the following

AGENDA

In the ordinary session

1. Financial Statements as at 31 December 2019; Directors' Report; Report by the Board of Statutory Auditors and Independent Audit Report. Consequent and related resolutions.
2. Composition of the Board of Directors. Consequent and related resolutions.
3. Remuneration report in accordance with article 123-ter of the Consolidated Law on Finance which includes the Group remuneration policies pursuant to Institute for the Supervision of Insurance "IVASS" Regulation no. 38/2018. Consequent and related resolutions.
4. Acquisition and disposal of treasury shares. Consequent and related resolutions.

In the extraordinary session

1. Amendment of articles 4 ("Purpose"), 6 ("Shares and joint representative"), 9 ("Shareholders' meeting procedures"), 12 ("Meetings and decisions of the Board of Directors") and 13 ("Powers of the Board of Directors") of the Articles of Association. Consequent and related resolutions.

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Attendance and representation at Shareholders' Meetings

Anyone who holds voting rights at the close of business on 21 April 2020 (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 21 April 2020 shall not have the right to attend or 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 if they deliver them to an intermediary to enter them into the centralised management system.

Due to the emergency caused by the Covid-19 epidemic and in order to ensure maximum protection of the health of the Shareholders, the company representatives, the employees and consultants of the Company, as permitted under article 106, paragraph 4 of Law Decree no. 18 of 17 March 2020, **eligible parties may attend the Shareholders' Meeting, without entering the place where it is to be held, exclusively by a proxy given to the designated representative in accordance with article 135-undecies of Legislative Decree no. 58 of 24 February 1998** (the "Designated Representative" and the "Consolidated Law on Finance") using the mechanism described herein.

Persons with voting rights who intend to attend the Shareholders' Meeting must give a proxy to the Designated Representative containing voting instructions on all or some of 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 28 April 2020, following the required procedures and using the specific form that will be available on the Company website www.unipol.it under the section *Governance/Shareholders' Meetings/2020/Ordinary and Extraordinary Shareholders' Meeting of 30 April 2020*, 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 given. The proxy will only be valid for the proposals in relation to which voting instructions were given.

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 0923226 or at the email address sedeto@computershare.it.

As permitted by the above-mentioned article 106 of Law Decree no. 18 of 17 March 2020, 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 within the deadline indicated.

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 segreteria generale@pec.unipol.it or by fax to +39 055 4792006, or by calling +39 055 4794308.

Shareholders are reminded that there will be no voting by correspondence or by electronic means for this Shareholders' Meeting.

Additionally, the date and/or place and/or attendance and/or voting mechanism and/or execution of the Shareholders' Meeting indicated in this notice calling the meeting are subject to compliance with prevailing law and/or the orders issued by the applicable Authorities due to the emergency caused by the Covid-19 epidemic in addition to the above-mentioned health protection principle. Notification will be promptly given of any changes using the same mechanisms provided for publishing the notice and/or in any case through the information channels required under prevailing laws.

Documentation and further information

The full notice calling the Shareholders' Meeting, available on the Company website (www.unipol.it, under the section *Governance/Shareholders' Meetings/2020/Ordinary and Extraordinary Shareholders' Meeting 30 April 2020*), contains all the information and detailed instructions on the rights that may be exercised by Shareholders regarding attendance and representation at the Shareholders' Meetings, the right to submit questions and any additions to the agenda and to submit proposals on items that were already on the Shareholders' Meeting 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) 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' Report regarding items 1, 2 and 4 of the agenda for the ordinary session and on the only item on the extraordinary session;
- by 8 April 2020, (i) the Annual Report and other documents pursuant to Article 154-ter, paragraph 1 of the Consolidated Law on Finance, with the Consolidated statement of a non-financial nature pursuant to Legislative Decree 254/2016, (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 15 April 2020, the financial statements of the subsidiaries and associated companies shall be made available at the registered office.

Bologna, 28 March 2020

The Chairman of the Board of Directors
Pierluigi Stefanini