

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The ordinary session of the Shareholders' Meeting of Unipol Gruppo S.p.A. is hereby called for 29 April 2021, at 10.30 am, at the corporate headquarters at Porta Europa in Bologna, Via Stalingrado 37, to consider the following

AGENDA

1. 2020 financial statements.

- a) Approval of the financial statements as at 31 December 2020; Directors' Report; Report by the Board of Statutory Auditors and Independent Audit Report. Consequent and related resolutions.
- b) Allocation of the profits for the 2020 financial year and dividend distribution. Consequent and related resolutions.

2. Composition of the Board of Directors. Consequent and related resolutions.

3. Report on the policy on remuneration and on the payments made. Consequent and related resolutions.

- a) Approval of the first section of the Report on the policy on remuneration and on the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree 58/1998 (Consolidated Law on Finance) and articles 41, 59 and 93 of Institute for the Supervision of Insurance "IVASS" Regulation 38/2018.
- b) Resolution on the second section of the Report on the policy on remuneration and on the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree 58/1998 (Consolidated Law on Finance).

4. Acquisition and disposal of treasury shares. 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 20 April 2021 (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 20 April 2021 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, company representatives, employees and consultants of the Company, as permitted under article 3, paragraph 6 of Law Decree 183 of 31 December 2020, converted with amendments into Law 21 of 26 February 2021 (the "*Milleproroghe (thousand extensions) Decree*"), **eligible parties may only attend the Shareholders' Meeting, without going to the meeting place, by giving a proxy to the designated representative pursuant to article 135-undecies of the Consolidated Law on Finance** (the "Designated Representative") using the mechanisms described herein.

Attendance at the Shareholders' Meeting by members of the corporate bodies, the secretary and the Designated Representative, and any other parties authorised for this by the chairperson of the board of directors, in accordance with the measures to contain the Covid-19 epidemic as provided by the applicable provisions of the law, may also, or exclusively, be through means of video/telecommunication, with mechanisms that the chairperson will define and communicate to each of the above-mentioned parties in accordance with applicable laws in that case.

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 **27 April 2021**, 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/2021/Ordinary Shareholders' Meeting of 29 April 2021*, 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. Alternatively, the proxy given to the Designated Representative may be sent, **by 12.00 p.m. on 28 April 2021**, using the specific web application prepared and managed directly by Computershare S.p.A., through which the proxy form for the Designated Representative can be filled out with a guided procedure.

The proxy will only be valid only if voting instructions have been 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 *Milleproroghe* Decree, 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 +39 051 7096713, 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.

Questions on the items on the agenda

Pursuant to article 127-*ter* of the Consolidated Law on Finance, anyone 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 +39 051 7096713, or to by email to the certified email address: segreteria generale@pec.unipol.it or by filling out the specific form available on the website www.unipol.it under the section *Governance/Shareholders' Meetings/2021/Ordinary Shareholders' Meeting of 29 April 2021*. The questions must be received by the record date, i.e. by **20 April 2021**.

Consideration will only be given to questions that are 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 generale@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 by 27 April by publication on the Company's website, with the option for the Company to provide a single answer to questions with similar content.

Additions to the agenda and submission of proposals on matters already on the agenda pursuant to article 126-*bis* of the Consolidated Law on Finance

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 calling the meeting, therefore by **9 April 2021**, request the addition of items to the agenda, specifying the additional items proposed in their request or submit resolution proposals on items already on the agenda. No additions shall be permitted for topics on which the Shareholders' Meeting will decide, in accordance with the law, upon proposal by the directors or on the basis of a project or report it has prepared, besides those described under 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 generale@pec.unipol.it.

Certification of 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 generale@pec.unipol.it.

Any additions to the agenda shall be notified in the same manner provided under the law for notices calling the Shareholders' Meeting, in accordance with the terms required by prevailing law.

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; said report must be sent to the Board of Directors within the deadline for submitting the request to add items to the agenda.

Right to submit proposed resolutions individually prior to the Shareholders' Meeting

In addition to the above, since the Shareholders' Meeting can only be attended by the Designated Representative, parties entitled to attend the Shareholders' Meeting who wish to make proposed resolutions on the topics on the agenda are asked to make them beforehand, by **13 April 2021**. These proposals where pertinent, will be published on the Company's website by the following 14 April so that the parties entitled to vote can express themselves, on an informed basis, also taking account of the new proposals, and allow the Designated Representative to gather any voting instructions relating to them. The requesting party will have to provide documentation proving its right to attend the Shareholders' Meeting and the issue of a proxy to the Designated Representative to attend the Shareholders' Meeting.

Information on the 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, 716,696,877 shares have voting rights, excluding treasury shares and those held by subsidiaries.

Documentation and further information

Further information and detailed instructions on the rights that may be exercised by shareholders and on how to give proxies/sub-proxies and instructions to the Designated Representative can be found on the Company website www.unipol.it under the section *Governance/Shareholders' Meetings/2021/Ordinary Shareholders' Meeting of 29 April 2021*.

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' Reports regarding items 1, 2 and 4 of the agenda;
- by 7 April 2021, (i) the Annual Report and other documents pursuant to Article 154-ter, paragraph 1 of the Consolidated Law on Finance, (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.

By 14 April 2021, the financial statements of the subsidiaries and associated companies shall also be made available at the registered office.

The shareholders may obtain copies of said documentation.

Bologna, 30 March 2021

The Chairperson of the Board of Directors
Pierluigi Stefanini