

**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

**EXTRACT OF NOTICE CALLING ORDINARY SHAREHOLDERS' MEETING**  
(pursuant to article 125-bis, paragraph 1, of Legislative Decree No. 58/1998)

**NOTICE OF ORDINARY SHAREHOLDERS' MEETING**

The ordinary session of the shareholders' meeting of Unipol Gruppo S.p.A. is hereby called for 28 April 2022, at 10.30 a.m., at the corporate headquarters at Porta Europa in Bologna, Via Stalingrado 37, to consider the following

**AGENDA**

- 1. 2021 financial statements.**
  - a) Approval of the financial statements as at 31 December 2021; Directors' report; Report by the board of statutory auditors and independent audit report. Consequent and related resolutions.
  - b) Allocation of the profits for the 2021 financial year and dividend distribution. Consequent and related resolutions.
- 2. Appointment of the board of directors for financial years 2022, 2023 and 2024; establishment of the remuneration due to the directors.**
  - a) Establishment of the number of members of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
  - b) Appointment of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
  - c) Establishment of the remuneration of members of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
  - d) Authorisations in accordance with article 2390 of the civil code. Consequent and related resolutions.
- 3. Appointment of the board of statutory auditors and its chairperson for financial years 2022, 2023 and 2024; establishment of the remuneration due to the statutory auditors.**
  - a) Appointment of the board of statutory auditors and its chairperson for financial years 2022, 2023 and 2024. Consequent and related resolutions.
  - b) Setting the remuneration of the board of statutory auditors for financial years 2022, 2023 and 2024. Consequent and related resolutions.
- 4. Report on the policy on remuneration and the payments made. Consequent and related resolutions.**
  - a) Approval of the first section of the report on the policy on remuneration and the payments made in accordance with article 123-ter, paragraph 3 of Legislative Decree no. 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 the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree no. 58/1998 (Consolidated Law on Finance).
- 5. Compensation plan based on financial instruments pursuant to article 114-bis of the Legislative Decree no 58/1998 (Consolidated Law on Finance). Consequent and related resolutions.**
- 6. Acquisition and arrangements for treasury shares. Consequent and related resolutions.**
- 7. Update of the shareholders' meeting rules. 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 19 April 2022 (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 19 April 2022 shall not have the right to attend or vote at the shareholders' meeting.

Due to the emergency caused by the Covid-19 pandemic 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 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently finally amended by Law Decree no. 228 of 30 December 2021, converted with amendments into Law 25 February 2022 no. 15, **eligible parties may only attend the shareholders' meeting, without entering the place where the meeting is held, by giving a proxy to the designated representative pursuant to article 135-undecies of the Legislative Decree no. 58/1998** (the "Designated Representative" and the "Consolidated Law on Finance") using the mechanisms described herein.

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 0923200 or at the email address [sedeto@computershare.it](mailto:sedeto@computershare.it).

Therefore, persons with voting rights who intend to take part in the shareholders' meeting must give the applicable proxy to the Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance, with the voting instructions on 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 **26 April 2022**, following the required procedures and using the specific form that will be available on the company website ([www.unipol.it](http://www.unipol.it) under the section *Governance/Shareholders' Meetings/2022/Ordinary Shareholders' Meeting of 28 April 2022*), 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 previously given. The proxy given to the Designated Representative may be sent **by 12.00 p.m. on 27 April 2022** if the specific web application prepared and managed directly by Computershare S.p.A. is used and through which the proxy form and the voting instructions can be filled out following a guided procedure.

The proxy will only be valid if voting instructions are given.

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 which must be submitted **by 12.00 p.m. on 27 April 2022** to Computershare S.p.A.

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](mailto:segreteria generale@pec.unipol.it) or by fax to fax number +39 051 7096713, or by calling +39 055 5095308.

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

**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/2022/Ordinary shareholders' meeting of 28 April 2022*), contains all the information and detailed instructions on the rights that may be exercised by the 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 and the submission of motions on the items already on the agenda for the shareholders' meeting.

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; they will be sent to anyone who requests them.

The following will be available to the public:

- from today's date, the directors' reports regarding items 2 and 3 of the agenda;
- by 29 March 2022, the directors' reports and proposed resolutions regarding items 1, 5, 6 and 7 of the agenda, including, *inter alia*, with reference to item 5 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 6 April 2022, (i) the annual financial 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 4 on the agenda;
- by 7 April 2022, the lists of candidates for the appointment of the board of directors and the board of statutory auditors.

By 13 April 2022, 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, 17 March 2022

The Chairperson of the Board of Directors  
*Pierluigi Stefanini*