

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 OF NOTICE CALLING THE 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 called, as a single call, for 28 April 2023, at 10.30 a.m. at the corporate headquarters of Porta Europa in Bologna, Via Stalingrado 37, to consider the following

AGENDA

1. 2022 Financial Statements.

- a) Approval of the financial statements as at 31 December 2022; Directors' report; Report by the board of statutory auditors and independent audit report. Consequent and related resolutions.
- b) Allocation of the profits for the 2022 financial year and dividend distribution. Consequent and related resolutions.

2. Report on the Remuneration Policy and the Payments Made. Consequent and Related Resolutions.

- a) Approval of the first section of the report on the remuneration policy 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 the Institute for the Supervision of Insurance "IVASS" Regulation no. 38/2018.
- b) Resolution on the second section of the report on the remuneration policy and the payments made in accordance with article 123-ter, paragraph 6 of Legislative Decree no. 58/1998 (Consolidated Law on Finance).

3. Acquisition and Arrangements for 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 19 April 2023 (*record date*) and for whom the company has received 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 2023 shall not have the right to attend or vote at the shareholders' meeting.

As permitted under article 106, paragraph 4 of Law Decree no. 18/2020, converted with amendments by Law no. 27/2020, as subsequently amended and ultimately extended by Law Decree no. 198 of 29 December 2022, converted with amendments into Law no. 14 of 24 February 2023, **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 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.

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 2023**, following the required procedures and using the specific form that will be available on the company website (www.unipol.it section *Governance/Shareholders' Meetings/2023/Ordinary Shareholders' Meeting of 28 April 2023*), 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 2023** 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-undecies 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 2023 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 or by fax to +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 Information

The full notice calling the shareholders' meeting, available on the company website (www.unipol.it, section *Governance/Shareholders' Meetings/2023/Ordinary Shareholders' Meeting of 28 April 2023*), contains all the information and detailed instructions on the rights that may be exercised by shareholders regarding attendance and representation at shareholders' meetings, the right to submit questions and any additions to the agenda and to submit proposals on items already on the agenda of 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) 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 with the proposed resolutions regarding items 1 and 3 on the agenda;
- on 6 April 2023, (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 2 on the agenda.

On 13 April 2023, the financial statements of the subsidiaries and associated companies shall also be made available at the registered office.

Shareholders may obtain copies of said documentation.

Bologna, 27 March 2023

The Chairperson of the Board of Directors
Carlo Cimbrì