



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 OF 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 29 April 2021, at 10.30 a.m., 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, **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.

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.

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.

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/2021/Ordinary Shareholders' Meeting 29 April 2021*), 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' 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