

**UNIPOL GRUPPO S.p.A. – Shareholders' Meeting on April 28, 2022**

**Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant art. 135-novies of Italian Legislative Decree no. 58/98**

Pursuant to Art. 106 of Law Decree on March 17<sup>th</sup>, 2020 n. 18, converted with amendments by Italian Law No. 27/2020, as subsequently amended, most recently, by Law Decree No. 228 of 30 December 2021, converted, with amendments, by Italian Law No. 15/2022, and as stated in the notice of call of **UNIPOL GRUPPO S.p.A.** Shareholders' Meeting on **April 28, 2022**, the proxy can be conferred to **Computershare S.p.A.**

**PROXY/SUB-DELEGATION FORM**

Fill in the requested information on the basis of the instructions below. The Company will be notified by Computershare S.p.A. (1)

**\* mandatory information**

The undersigned (natural person)\* ..... Place of birth \* ..... Date of birth\* .....

Tax code \* .....

Resident in (town/city) \* ..... at (street / address) \* .....

telephone no \* ....., e-mail .....

(2) entitled to exercise the voting right on **19/04/2022 (Record Date)** as: -  registered share holder -  legal representative –  attorney/proxy holder with authority to sub-delegate -  pledgee –  Taker in -  beneficiary interest holder -  official receiver -  manager -  other (specify) .....

for no\* ..... of ordinary shares **UNIPOL GRUPPO**

(3) registered in the name of (natural or legal person) ..... Place of birth \* ..... Date of birth \* .....

TAX Code/LEI .....

Resident in (town/city) \* ..... at (street / address) \* .....

(4) Registered in the securities account no. .... At ..... Bank Code (ABI) ..... Branch Code (CAB) .....

(5) as resulting from communication no. .... Made by (Bank) .....

**DELEGATES/SUBDELEGATES Computershare S.p.A.** to attend and vote to the abovementioned general meeting, with reference to the shares above, in accordance with the instructions provided and

**DECLARES** that no matter of compatibility or suspension are affecting the vote and he/she is aware that:

- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works.

**STATES**, under his/her own liability, as proxy holder, the compliance to the original document of the copy of the proxy form provided electronically and the identity of the proxy grantor.

DATE ..... Form of identification (6) (type)\* ..... Issued by \* ..... no. \* ..... SIGNATURE .....

**NOTE:** It is not possible to grant this proxy form without the voting instructions form to be completed online and downloaded from the company's website [www.unipol.it](http://www.unipol.it). Voting instruction form can be requested by phone at no. +39 011 0923200 - +39 011 0923226.

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**VOTING INSTRUCTION**

The undersigned (7)

**DELEGATES/SUBDELEGATES** the Appointed Representative to vote at the above indicated shareholders’ meeting as follow (8)

<b>RESOLUTIONS TO BE VOTED</b>	<b>VOTING INSTRUCTIONS</b>		
	<b>F</b> ( <i>for</i> ), <b>C</b> ( <i>against</i> ), <b>A</b> ( <i>abstain</i> )		
<b>1. (item 1.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>			
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>2. (item 1.b) Allocation of the profits for the 2021 financial year and dividend distribution. Consequent and related resolutions.</b>			
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>3. (item 2.a) Establishment of the number of members of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions. (The Board of Directors has not presented a motion)</b>			
<b>Section A2</b> – vote for proposal contained in list no. 1 presented by members party to the shareholders’ agreement (10)	F	C	A
<b>4. (item 2.b) Appointment of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions.</b>			
<b>Section A</b> – vote For the list with the number to be fill in the side box or vote <b>Contrary/Abstention</b> to all lists (11)	LIST N. ....	C	A
<b>5. (item 2.c) Establishment of the remuneration of members of the board of directors for financial years 2022, 2023 and 2024. Consequent and related resolutions. (The Board of Directors has not presented a motion)</b>			
<b>Section A2</b> – vote for proposal presented by members party to the shareholders’ agreement, published on the website (10)	F	C	A
<b>6. (item 2.d) Authorisations in accordance with article 2390 of the civil code. Consequent and related resolutions. (The Board of Directors has not presented a motion)</b>			
<b>Section A2</b> – vote for proposal contained in list no. 1 presented by members party to the shareholders’ agreement (10)	F	C	A
<b>7. (item 3.a) Appointment of the board of statutory auditors and its chairperson for financial years 2022, 2023 and 2024. Consequent and related resolutions.</b>			
<b>Section A</b> – vote For the list with the number to be fill in the side box or vote <b>Contrary/Abstention</b> to all lists (11)	LIST N. ....	C	A

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8. (item 3.b) Setting the remuneration of the board of statutory auditors for financial years 2022, 2023 and 2024. Consequent and related resolutions. <i>(The Board of Directors has not presented a motion)</i>				
<b>Section A2</b> – vote for proposal presented by members party to the shareholders’ agreement, published on the website (10)	<table border="1"> <tr> <td>F</td> <td>C</td> <td>A</td> </tr> </table>	F	C	A
F	C	A		
9. (item 4.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>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1"> <tr> <td>F</td> <td>C</td> <td>A</td> </tr> </table>	F	C	A
F	C	A		
10. (item 4.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).				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1"> <tr> <td>F</td> <td>C</td> <td>A</td> </tr> </table>	F	C	A
F	C	A		
11. (item 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.				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1"> <tr> <td>F</td> <td>C</td> <td>A</td> </tr> </table>	F	C	A
F	C	A		
12. (item 6) Acquisition and arrangements for treasury shares. Consequent and related resolutions.				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1"> <tr> <td>F</td> <td>C</td> <td>A</td> </tr> </table>	F	C	A
F	C	A		
13. (item 7) Update of the shareholders’ meeting rules. Consequent and related resolutions.				
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	<table border="1"> <tr> <td>F</td> <td>C</td> <td>A</td> </tr> </table>	F	C	A
F	C	A		

**Possible Derivative Action**

Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements (If no voting instruction are indicated, the Appointed Representative will vote C – against)	<table border="1"> <tr> <td>F</td> <td>C</td> <td>A</td> </tr> </table>	F	C	A
F	C	A		

DATE

SIGNATURE

## UNIPOL GRUPPO S.p.A. – Shareholders' Meeting on April 28, 2022

### Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant art. 135-novies of Italian Legislative Decree no. 58/98

#### Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **April 27, 2022 h. 12 noon**, using one of the following methods:
  - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [unipol@pecserviziottoli.it](mailto:unipol@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
  - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [unipol@pecserviziottoli.it](mailto:unipol@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
  - 3) **Common Email address Holders**: as an attachment document (PDF format) sent to [unipol@pecserviziottoli.it](mailto:unipol@pecserviziottoli.it). In this case the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Nizza 262/73 10126 Turin, Italy;
  - 4) **Via FAX**: number 011 0923202.

**The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.**
2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive subdelegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website [www.unipol.it](http://www.unipol.it).  
Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and/or A/2.  
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. If the Section A2 is on the form, it collects instructions when an **alternative, complementary or additional** resolution to the motion proposed by the Board of Directors had been presented and published, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
11. Indicate the number of the list (as provided on the Company website) that you want to vote "for" or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists. If only one list is presented, the voting instructions will relate to that one.

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#### *Italian Legislative Decree no. 58/98 (T.U.F)*

##### **Article 135-novies**

##### *(Representation at the shareholders' meeting)*

1. Any person with the right to vote may indicate one representative for each shareholders' meeting, without prejudice to the right to specify one or more replacements.
2. As an exception to paragraph 1, any person with the right to vote may appoint a different representative for each account, used to record financial instrument transactions, valid where the communication envisaged in Article 83-sexies has been issued.
3. As a further exception to paragraph 1, if the person indicated as owner of the shares in the communication envisaged in Article 83-sexies acts alone or through registered trustees on behalf of his or her customers, the person in question may indicate others on whose behalf he/she acts, or one or more third parties indicated by such customers, as their representative.
4. If the proxy form envisages such an option, the proxy may arrange for personal substitution by another person of his or her choice, without prejudice to compliance with Article 135-decies paragraph 3 and to the right of the person represented to indicate one or more substitutes.
5. In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming his or her liability in compliance of the proxy form to the original and the identity of the delegating party. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from closure of the shareholders' meetings concerned.
6. The appointment may be made with a document in an electronic format with a digital signature in accordance with article 21, paragraph 2 of Italian Legislative Decree 82 of 7 March 2005. The companies specify in the Articles of Association at least one way of electronic notification of the proxy.
7. Paragraphs 1, 2, 3 and 4 shall also apply to cases of share transfer by proxy.
8. All of the above without prejudice to the provisions of Article 2372 of the Italian Civil Code. As an exception to article 2372, second paragraph of the Italian Civil Code, asset management companies, SICAVs, harmonized management companies and non-EU parties providing collective investment management services may grant representation for more than one shareholders' meeting.

#### **Law-Decree nr. 18 on March 17th, 2020**

##### **Art. 106 (Rules relating to the conduct of Company Shareholders' meetings)**

- [...] 4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-undecies of Italian Legislative Decree nr. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-undecies of the Italian Legislative Decree n. 58, on 24 February 1998, will be the only subject entitled to attend the Meeting; to the aforementioned Appointed Representative may also be confer proxies or subdelegations pursuant to article 135-novies of the Italian Legislative Decree n. 58, on 24 February 1998, notwithstanding the provision of art. 135-undecies, paragraph 4, of the same Decree.
5. Paragraph 4 also applies to companies admitted on a multilateral trading system and to Companies with financial instruments widely distributed among the public.

#### **Italian Civil Code**

##### **Art. 2393**

##### *(Derivative action)*

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
4. Such action may be brought within five years of the expiry of the director's term of office.
5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favor. In such an event, shareholders shall provide for the replacement of that director.
6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-bis.

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#### INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation(EU) 2016/679 (the "Regulation")

##### Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18, as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

##### Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according to his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

##### Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 DL 17 March 2020 n. 18.

The legal basis of the Processing is represented by:

- **contractual obligations**: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- **legal obligations**: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

##### Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

##### Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it). For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.