

ISSUANCE OF A SENIOR UNSECURED GREEN BOND AND BUY-BACK OF OUTSTANDING NOTES

Bologna, 14 September 2020.

The Board of Directors of Unipol Gruppo S.p.A. ("**Unipol**" or the "**Company**") authorized the Company to issue senior unsecured, non convertible, notes under its EMTN Programme for a nominal amount not greater than Euro 750 million (the "**Notes**") to be distributed exclusively among domestic and international qualified investors (with the exception of US investors) and expected to be listed on the regulated market of the Luxembourg Stock Exchange.

The Notes will qualify as green bonds confirming the Unipol's Group commitment to the sustainability and will be compliant with the Green Bond Framework of the Company on which a second party opinion has been issued by Sustainalytics.

As well as for the objectives indicated below, the proceeds of the Notes will be used to optimize treasury management of the Company and of the Group, also taking into consideration the features of the existing indebtedness.

The administrative body has mandated the chief executive officer to implement the transaction, subject to market conditions, in one tranche, setting out the final terms and conditions thereof, including the principal amount, issue date, tenor (to be no more than 10 years) the pricing, the settlement and the final fixed rate coupon, on best market conditions, reserving the right to postpone the issuance and the subscription of the Notes considering the existing economic environment, so as not to prejudice the outcome of the transaction.

BNP Paribas, Intesa Sanpaolo S.p.A., J.P. Morgan Securities plc, Mediobanca – Banca di Credito Finanziario S.p.A. and UniCredit Bank AG (the arrangers of the EMTN Programme) will act as managers on the issuance.

In the next few days, Unipol will meet with potential institutional investors to present the transaction to the market.

In addition to the above, Unipol's administrative body authorized the carrying out of a buyback of own notes "Euro 500,00,000 4.375 per cent due March 2021" ("**2021 Notes**") for a total nominal amount of Euro 317,352,000 (the "**Offer**").

The buyback of the outstanding 2021 Notes will permit to restructure the cost of Unipol's overall indebtedness that, following the issuance of the Notes, will be appropriate to allow the Company to achieve its targets.

The Offer will involve the following bonds (the "Bonds" and their holders the "Bondholders"):

Description of the Notes	ISIN	Rate of Interest	Outstanding Principal Amount	Purchase Price	Acceptance Amount
€500,000,000 4.375 per cent. Notes due 5 March 2021	XS1041042828	4.375%	Euro 317,352,000	101.93%	Any and all

The Offer is made pursuant to the terms and subject to the conditions indicated in the Tender Offer Memorandum dated 14 September 2020 prepared by Unipol Group on a voluntary basis (the "Tender Offer Memorandum"). This announcement must be read in conjunction with such Tender Offer Memorandum.

The Offer acceptance period starts today and lasts up to and including 18 September 2020 at 17:00 (the "Acceptance Period"), except for Early Closure, Extension or Reopening of the Offer (as defined in the Tender Offer Memorandum). For more information on the terms for accepting the Offer, please refer to the Tender Offer Memorandum.

The Offer is subject to the terms and condition provided for in the Tender Offer Memorandum (including the section "Invitation and Distribution Restrictions"). The Issuer reserves the right, to be exercised at its sole discretion, to waive some or all conditions, in whole or in part.

In particular, it should be noted that the Offer is subject to the conclusion and completion of the issuance of the aforementioned Notes that must take place under conditions deemed satisfactory by Unipol Group, at its sole discretion. The issuance will take place after the launch of the Offer but before the Settlement Date of the buyback, without prejudice to Unipol Group's right to waive this condition.

The table below contains information with reference to the dates and times scheduled for the Offer. The table may be subject to change and the dates and times may be extended, modified or concluded in advance by the Issuer, as described in the Tender Offer Memorandum.

Events**Expected Dates and Times***(All times are CEST)***Commencement of the Invitation Period**

14 September 2020

Announcement of the Invitation and intention of the Offeror to issue the New Notes, subject to market conditions. Copies of the Tender Offer Memorandum are available to Holders from the Tender Agent (subject to the Invitation and Distribution Restrictions).

Invitation Expiration

Deadline for receipt of all Electronic Instructions in order for Holders to be able to participate in the Invitation.

5.00 P.M. on 18 September 2020

End of Invitation Period.

Announcement of Invitation Results

Announcement by the Offeror of whether it will accept (subject to satisfaction (or waiver) of the New Issue Condition on or prior to the Settlement Date) valid tenders of Notes pursuant to the Invitation and, if so accepted, announcement of the aggregate nominal amount of Notes to be purchased pursuant to the Invitation and the Accrued Interest Amount.

As soon as practicable by 21 September 2020

Settlement Date

Payment of Purchase Price Consideration and Accrued Interest Amount for Notes tendered by Holders and accepted by the Offeror for purchase.

Expected to be on or around 25 September 2020.

BNP Paribas, Intesa Sanpaolo S.p.A., J.P. Morgan Securities plc, Mediobanca – Banca di Credito Finanziario S.p.A. and UniCredit Bank AG will act as “Dealer Manager” for the Offer (together “**Dealer Managers**”).

Lucid Issuer Services Limited has been appointed as tender agent and information agent (the “**Tender Agent**”). The Bondholders that intend to tender their bonds under the Offer, and who have questions regarding the Offer can contact the Dealer Managers or the Tender Agent. Any extension, modification or conclusion of the Offer must be published by the Issuer through a press release or a notice to the relevant Clearing System for communication to the Direct Participants.

Neither the Dealer Managers nor the Tender Agent (nor their respective directors, officers, employees, agents or affiliates) provide any representations or recommendations in relation to the Offers, or any suggestions to the Bondholders as to whether or not to subscribe to the Offer.

The Bondholders holding Bonds registered in the name of a broker, dealer, commercial bank, trust company or other nominee must contact, and issue specific instructions to, such broker, dealer, commercial bank, trust company or other nominee in order to sell such Bonds. **The deadlines set by the Clearing Systems for sending the Instructions for the Offer may be prior to the expiration dates indicated in the Tender Offer Memorandum.**

Bondholders may request copies of the Tender Offer Memorandum from the Tender Agent by telephone at the number detailed below. **Any request for information relating to the procedures for selling the Bonds, participating in the Offer and sending an Offer Instruction should be sent to the Tender Agent:**

TENDER AGENT

Lucid Issuer Services Limited
Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom
Telephone: +44 20 7704 0880
Attention: Arlind Bytyqi
Email: unipol@lucid-is.com

DEALER MANAGERS**BNP Paribas**

16, boulevard des Italiens
75009 Paris
France

Telephone: +33 1 55 77 78 94
Attention: Liability Management Group
Email:
liability.management@bnpparibas.com

Intesa Sanpaolo S.p.A.

Divisione IMI Corporate & Investment
Banking
Via Manzoni 4
20121 Milan
Italy

Telephone: +39 02 7261 2919/ 5362
E-mail: imi-
dcm.financials@intesasanpaolo.com
Attention: DCM FINANCIAL INSTITUTIONS

J.P. Morgan Securities plc

25 Bank Street
Canary Wharf
London E14 5JP
United Kingdom

Telephone: +442071342468
Attention: Liability Management
Email:
liability_management_EMEA@jpmorgan.com

**Mediobanca – Banca di Credito Finanziario
S.p.A.**

Piazzetta Enrico Cuccia, 1
20121 Milan
Italy

Telephone: +39 02 8829 1
Attention: Debt Capital Markets Group
Email: MB_DCM_FIG@mediobanca.com

UniCredit Bank AG

Arabellastrasse 12
81925 Munich
Germany

Telephone: +39 02 8862 0701/0629 / +49 89 378 15150
Attention: Debt Capital Markets, Italy / Liability Management
E-mail: agdcfiitaly.uc@unicredit.eu; liability.management@unicredit.de

The Offer is promoted in Italy under the exemption from the application of the law and regulations on public tender and exchange offers pursuant to Article 101-bis, paragraph 3-bis of Legislative Decree no.58 of 24 February 1998, as amended and supplemented, and in accordance with Article 35-bis, paragraph 4 of the CONSOB Regulation no.11971 of 14 May 1999, as amended and supplemented, and therefore the Tender Offer Memorandum (prepared on a voluntary basis by the Offeror for information purposes as it is aimed at detailing the characteristics of the Offer itself, the risks connected to it and the methods of acceptance) has not been approved by CONSOB or by any other authority. The Offer is promoted in Italy with the express exclusion of the United States of America, Canada, Japan and Australia and any other state in which this offer is not permitted without the authorization of the competent authorities.

Unipol Gruppo S.p.A.

Unipol is one of the biggest insurance groups in Europe and the leading company in Italy in the non-life insurance sector, (especially in the MV and health businesses), with total premiums of approximately €14.0bn, of which €8.2bn in non-Life and €5.8bn in life (2019 figures). Unipol adopts an integrated offer strategy and covers the entire range of insurance and financial products, operating primarily through the subsidiary UnipolSai Assicurazioni S.p.A. The Group is also active in direct MV insurance (Linear Assicurazioni), transport and aviation insurance (Siat), health insurance (UniSalute), supplementary pensions and also covers the bancassurance channel (Arca Vita, Arca Assicurazioni and Incontra). It also manages significant diversified assets in the debt collection (UnipolReC), real estate, hotel (Gruppo UNA), medical-healthcare and agricultural (Tenute del Cerro) sectors. Unipol Gruppo S.p.A. is listed on the Italian Stock Exchange.

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