



NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Bologna, 28 March 2020

Today, the notice calling the ordinary and extraordinary shareholders' meeting of Unipol Gruppo S.p.A. ("Unipol" or the "Company") scheduled for 30 April 2020, at 10.30 a.m. was published in accordance with the terms of the law.

As stated in said notice, reported in full in the attachment to this press release, due to the emergency caused by the Covid-19 epidemic and in order to ensure maximum protection of the health of the Shareholders and other parties involved, as permitted under article 106, paragraph 4 of Law Decree no. 18 of 17 March 2020, eligible parties may attend the Shareholders' Meeting, without entering the place where it is to be held, exclusively by a proxy given to the designated representative in accordance with article 135-*undecies* of Legislative Decree no. 58 of 24 February 1998, using the mechanism described in the notice, which should be referred to for anything not referred to herein.

The Shareholders' Meeting will pass resolutions on the following in the ordinary session:

- the approval of the Financial Statements for the year ended on 31 December 2019, with the Directors' Reports on Operations, the Report by the Board of Statutory Auditors and the Independent Audit Report attached;
- the appointment of a Director to replace Mr Francesco Berardini, who died suddenly on 1 February last. To that end, the Board of Directors decided to have the Shareholders' Meeting make all decisions regarding its composition, and asks the Shareholders to make a proposal for the appointment of a Director of the Company;
- the remuneration report in accordance with article 123-*ter* of the Consolidated Law on Finance which includes the Group remuneration policies pursuant to Institute for the Supervision of Insurance "IVASS" Regulation no. 38/2018. The Shareholders' Meeting will be asked to express its binding vote on the first section of said Report and give an advisory vote on its second section;
- renewal of the authorisation to acquire and dispose of treasury shares.

The extraordinary session of the Shareholders' Meeting will pass resolutions on certain proposals to

amend the articles of association relating to articles 4 ("Purpose"), 6 ("Shares and joint representative"), 9 ("Shareholders' meeting procedures"), 12 ("Meetings and decisions of the Board of Directors") and 13 ("Powers of the Board of Directors").

In reference to the Directors' Report published on today's date on the Company website to provide the reasons and content of the above-mentioned proposals to amend the articles of association, they provide, inter alia, for the introduction, in article 6 ("Shares and joint representative"), of increased voting rights pursuant to article 127-*quinquies* of the Consolidated Law on Finance in order to encourage a medium-long term investment approach, therefore encouraging the presence of stable investors, also in line with Directive (EU) 2017/828 (Shareholders' Directive II) recently transposed into Italian law by Legislative Decree no. 49/2019.

We believe that a stable shareholding structure would be an asset to the Company and its Shareholders as it would lay the grounds for a long-term increase in share value and encourage company growth to ensure sustainable profitability.

As noted in the notice calling the Shareholders' Meeting, the following will be made available to the public:

- from today's date, the Directors' Report regarding items 1, 2 and 4 of the agenda for the ordinary session and on the only item on the extraordinary session;
- by 8 April 2020, (i) the Annual Report and other documents pursuant to Article 154-*ter*, paragraph 1 of the Consolidated Law on Finance, with the Consolidated statement of a non-financial nature pursuant to Legislative Decree 254/2016, (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 for the ordinary session.

Unipol Gruppo S.p.A.

Unipol is one of the main 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.

Unipol Gruppo

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NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

A combined ordinary and extraordinary session of the Shareholders' Meeting of Unipol Gruppo S.p.A. is hereby called for 30 April 2020, at 10.30 am, at the corporate headquarters at Porta Europa, in Bologna, Via Stalingrado 37, to consider the following

AGENDA

In the ordinary session

1. Financial Statements as at 31 December 2019; Directors' Report; Report by the Board of Statutory Auditors and Independent Audit Report. Consequent and related resolutions.
2. Composition of the Board of Directors. Consequent and related resolutions.
3. Remuneration report in accordance with article 123-ter of the Consolidated Law on Finance which includes the Group remuneration policies pursuant to Institute for the Supervision of Insurance "IVASS" Regulation no. 38/2018. Consequent and related resolutions.
4. Acquisition and disposal of treasury shares. Consequent and related resolutions.

In the extraordinary session

1. Amendment of articles 4 ("Purpose"), 6 ("Shares and joint representative"), 9 ("Shareholders' meeting procedures"), 12 ("Meetings and decisions of the Board of Directors") and 13 ("Powers of the Board of Directors") of the Articles of Association. 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 21 April 2020 (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 21 April 2020 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, the company representatives, the employees and consultants of the Company, as permitted under article 106, paragraph 4 of Law Decree no. 18 of 17 March 2020, **eligible parties may attend the Shareholders' Meeting, without entering the place where it is to be held, exclusively by a proxy given to the designated representative in accordance with article 135-undecies of Legislative Decree no. 58 of 24 February 1998** (the "Designated Representative" and the "Consolidated Law on Finance") using the mechanism described herein.

Attendance at the Shareholders' Meeting by members of the Corporate bodies, the Secretary and the Designated Representative, and any other parties authorised for this by the Chairperson of the Board of Directors, in accordance with the measures to contain the Covid-19 epidemic as provided by the applicable provisions of the law, may also, or exclusively, be through means of video/telecommunication, with mechanisms that the Chairperson will define and communicate to each of the above-mentioned parties in accordance with applicable laws in that case.

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 28 April 2020, 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/2020/Ordinary and Extraordinary Shareholders' Meeting of 30 April 2020*, 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. The proxy will only be valid for the proposals in relation to which voting instructions were 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.

As permitted by the above-mentioned article 106 of Law Decree no. 18 of 17 March 2020, 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 within the deadline indicated.

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 +39 055 4792006, 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.

Additionally, the date and/or place and/or attendance and/or voting mechanism and/or execution of the Shareholders' Meeting indicated in this notice calling the meeting are subject to compliance with prevailing law and/or the orders issued by the applicable Authorities due to the emergency caused by the Covid-19 epidemic in addition to the above-mentioned health protection principle. Notification will be promptly given of any changes using the same mechanisms provided for publishing the notice and/or in any case through the information channels required under prevailing laws.

Questions on the items on the agenda

Pursuant to article 127-*ter* of the Consolidated Law on Finance, anyone with voting rights may submit questions on the items on the agenda even prior to the Shareholders' Meeting, by sending a registered letter to Unipol Gruppo S.p.A. – Segreteria Generale – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or by fax to +39 055 4792006, or to by email to the certified email address: segreteria generale@pec.unipol.it or by filling out the specific form available on the website www.unipol.it under the section *Governance/Shareholders' Meetings/2020/Ordinary and extraordinary shareholders' Meeting of 30 April 2020*. The questions must be received by the record date, i.e. by 21 April 2020.

Consideration will only be given to questions that are strictly pertinent to the items on the agenda. Submitters must provide their personal details (surname and name or business name in the case of a company, place and date of birth and tax identification number) and documentation proving the right to vote issued by the depository intermediary, to the address segreteria generale@pec.unipol.it.

If a Shareholder has requested notification of its right to attend the Shareholders' Meeting from its depository intermediary, it will be sufficient to include reference to said notice issued by the intermediary in the request or, at least, the name of the intermediary.

Questions received before the Shareholders' Meeting will be answered at the latest by 28 April by publication on the Company's website, with the option for the Company to provide a single answer to questions with similar content.

Additions to the agenda and submission of proposals on matters already on the agenda pursuant to article 126-bis of the Consolidated Law on Finance

Pursuant to article 126-bis of the Consolidated Law on Finance, Shareholders who, individually or jointly, represent one fortieth of the share capital may, within ten days from publication of this notice calling the meeting, therefore by 7 April 2020, request the addition of items to the agenda, specifying the additional items proposed in their request or submit resolution proposals on items already on the agenda. No additions shall be permitted for topics on which the Shareholders' Meeting will decide, in accordance with the law, upon proposal by the Directors or on the basis of a project or report it has prepared, besides those described under article 125-ter, paragraph 1, of the Consolidated Law on Finance.

Requests must be made in writing with a registered letter with notice of receipt sent to Unipol Gruppo S.p.A. – Segreteria Generale – Ufficio Soci, Via Stalingrado 37, 40128 Bologna, or to the certified email address: segreteria generale@pec.unipol.it.

Certification proving ownership of the shares held by the Shareholders making the request, and the shareholding required to request additions to the agenda must be provided in a specific notice issued by the depository intermediary, valid as of the date of the request, addressed to segreteria generale@pec.unipol.it.

Any additions to the agenda shall be notified in the same manner provided under the law for notices calling the Shareholders' Meeting, in accordance with the terms required by prevailing law.

Shareholders requesting additions to the agenda of the Shareholders' Meeting must prepare a report stating the reasons for the proposed resolutions on new items submitted for discussion or the reasons for additional proposed resolutions on items already on the agenda; said report must be sent to the Board of Directors within the deadline for submitting the request to add items to the agenda.

Right to submit proposed resolutions individually prior to the Shareholders' Meeting

In addition to the above, since the Shareholders' Meeting can only be attended by the Designated Representative, parties entitled to attend the Shareholders' Meeting who wish to make proposed resolutions on the topics on the agenda are asked to make them beforehand, by **14 April 2020**. These proposals will be published on the Company's website by 15 April 2020 so that the parties entitled to vote can express themselves, on an informed basis, also taking account of the new proposals, and allow the Designated Representative to gather any voting instructions relating to them. The requesting party will have to provide documentation proving its right to attend the Shareholders' Meeting and the issue of a proxy to the Designated Representative to attend the Shareholders' Meeting.

Information on the share capital

As of today's date, the share capital of Unipol Gruppo is €3,365,292,408.03, divided into 717,473,508 ordinary shares without par value. As at the same date, 714,264,595 shares have voting rights, excluding treasury shares and those held by subsidiaries.

Documentation and further information

Further information and detailed instructions on the rights that may be exercised by Shareholders and on how to give proxies/sub-proxies and instructions to the Designated Representative can be found on the Company website www.unipol.it under the section *Governance/Shareholders' Meetings/2020/Ordinary and extraordinary shareholders' meeting of 30 April 2020*.

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' Report regarding items 1, 2 and 4 of the agenda for the ordinary session and on the only item on the extraordinary session;
- by 8 April 2020, (i) the Annual Report and other documents pursuant to Article 154-ter, paragraph 1 of the Consolidated Law on Finance, with the Consolidated statement of a non-financial nature pursuant to Legislative Decree 254/2016, (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 for the ordinary session.

By 15 April 2020, the financial statements of the subsidiaries and associated companies shall be made available at the registered office.

The Shareholders may obtain copies of said documentation.

Bologna, 28 March 2020

The Chairman of the Board of Directors

Pierluigi Stefanini